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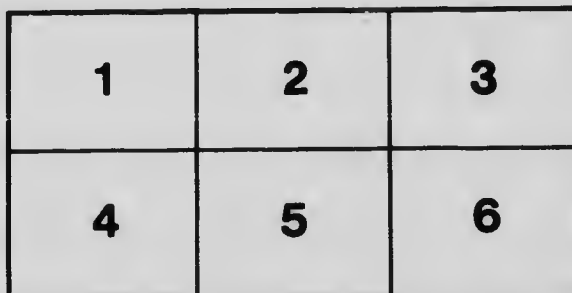
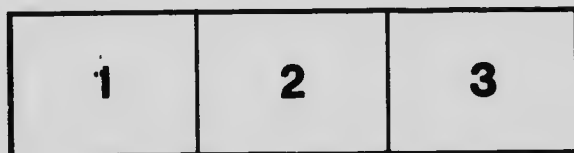
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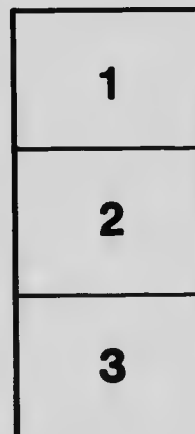
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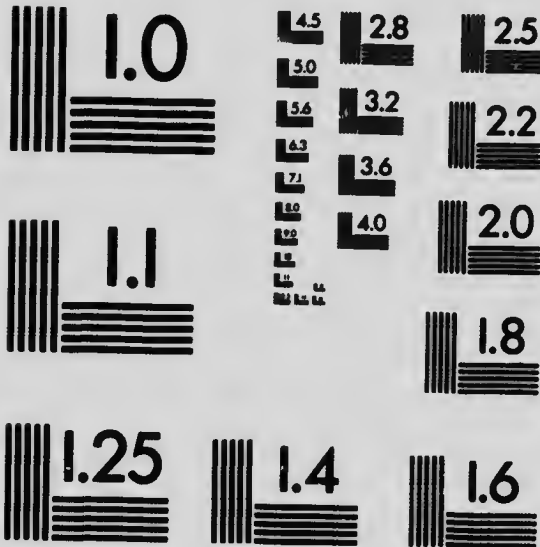
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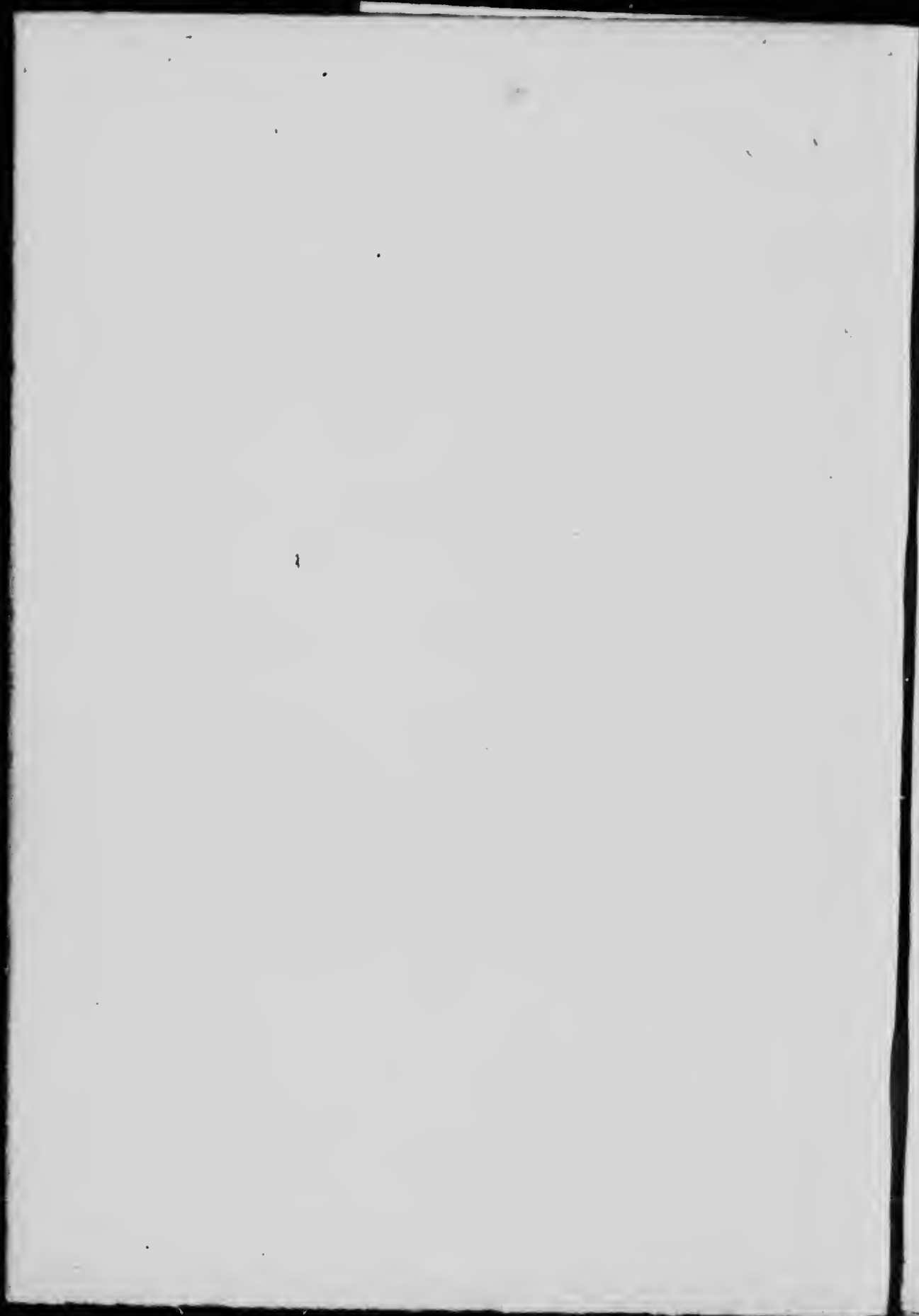
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RULES OF ORDER

BEING

A CANADIAN MANUAL ON THE PROCEDURE

AT

MEETINGS OF SHAREHOLDERS AND DIRECTORS
OF COMPANIES, CONVENTIONS, SOCIETIES
AND PUBLIC ASSEMBLIES GENERALLY.

AN ABRIDGMENT OF THE AUTHOR'S LARGER WORK.

BY

J. G. BOURINOT, C.M.G., LL.D., D.C.L., LIT. D.

CLERK OF THE HOUSE OF COMMONS;

Author of Parliamentary Procedure in Canada; Manual of Canadian Constitutional History; Federal Government in Canada; Canadian Studies in Comparative Politics, etc.

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PREFATORY NOTE

THE author has found it expedient to issue this abridgment of his larger Manual on the Procedure of Public Bodies in general, in order to satisfy the demand that appears to exist for the issue of a compact and short treatise for common use at the lowest possible price. This volume contains all those material parts of the large book, in which are laid down the well recognized rules and principles that are generally applicable to the orderly conduct of Assemblies. The author has endeavored to make his explanations on all points as succinct and clear as possible; and he would like to believe that all those who study these pages conscientiously and industriously will be able to understand without difficulty the proper methods of business and debate that should obtain in deliberative and legislative bodies. Those who wish to pursue the subject at greater length, and apply the principles laid down in the following pages to Synods, Conferences, Municipal Councils and Legislative Assemblies may extend their confidence in the writer still further and consult the more elaborate works to whose preparation he devoted some years of his life.

The Author has also to add that this volume is intended as the first of a **SHORT SERIES, RELATING TO THE DUTIES AND RESPONSIBILITIES OF CANADIAN CITIZENS IN CONNECTION WITH THE GOVERNMENT OF THE DOMINION**, whether general, provincial or municipal. It is proposed to explain the nature of this Government in a simple manner, so that it may be easily understood by young and old, men and women, of all classes. It is quite natural that the first volume of such a series should state the principles and methods of conducting those meetings and assemblies which originate and express that public opinion and public action by which every Government is more or less influenced and bound in this country of popular institutions.

OTTAWA,
1ST NOVEMBER, 1894.

PREFACE
TO THE
AUTHOR'S LARGER MANUAL

SINCE the publication of the author's large work on Parliamentary Procedure some years ago, he has been in constant receipt of enquiries on various points of order that have arisen from time to time in municipal and other meetings, and has consequently seen the practical necessity that exists for a relatively short treatise that is directly adapted to the special wants of municipal councils, public meetings and conventions, religious conferences, shareholders' and directors' meetings, and societies in general. Such a treatise will necessarily supplement the large work just mentioned, which is exclusively devoted to parliamentary procedure and government, and to which reference can be made in those complicated and difficult cases which can alone be treated in such elaborate books. In the practice of many societies and public bodies in this country some confusion appears to exist with reference to the true meaning and object of "the previous question," and of such motions as "to lay on the table," "to post-

pone definitely," or "indefinitely," and "to reconsider," which are drawn from the procedure, not of our own legislative assemblies, but of assemblies in the United States. I have attempted in this treatise to give such explanations as will aid in preventing confusion or doubt in the application of these methods of procedure. In this way, the author hopes he will meet the wants of that large number of persons, who, in this country of popular institutions, are immediately interested in the methodical progress of business, and naturally wish to make themselves conversant, as easily as possible, with the principles, rules and usages that should guide the proceedings of public assemblies of all kinds. At all events, if the numerous persons who have used a good deal of the author's time for years, will refer as a rule to this volume in ordinary cases instead of making personal application to him, he may expect to have more leisure than he has heretofore been able to enjoy. At the same time the author adds that he will be grateful for any suggestions that may make any future edition of this work as accurate and comprehensive as possible, especially in connection with the meetings of municipal councils, for whose proceedings the writer has suggested a uniform code of rules as desirable and easy of accomplishment.

In order that this work may be as comprehensive and as useful as possible to all practical men, the writer has divided it as follows:

1. A statement of the leading rules and principles of parliamentary procedure which lie necessarily at the basis of the proceedings and deliberations of all public assemblies and societies of this country.

2. Next an application of those rules and principles to the proceedings of Public Meetings, Societies, Conventions, Church Conferences and Synods, Companies' Meetings and Municipal Councils.

Comments are made on the special procedure of the various classes of meetings dealt with in full—especially of municipal councils in Ontario—and references are given throughout to the first part of the work in order to make that procedure as intelligible as possible, especially in cases of doubt.

The Index has been made as full as practicable, and a Table of Contents is given at the commencement of each of the Five Parts of the work.

J. G. BOURINOT.

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1. **Meetings of public bodies in the Dominion.**— Since the time Canada was relieved from that system of absolutism and repression of all debate, which was a signal feature of the French regime, and became a country of English institutions, her people have raised a structure of government having at its basis freedom of speech and thought. We must place first those primary (*a*) meetings which are called together from time to time to discuss public questions relating to the general, the provincial, or the municipal affairs of the country. Then come the meetings of the numerous municipal councils which are guided by certain statutory laws and rules of procedure, and are at once deliberative and legislative in their character. A story higher are the various legislative bodies of the several provinces, which have plenary jurisdiction within their provincial limits, and are themselves the creators of the municipal bodies immediately below them in the structure of government. The dome of the edifice is the parliament of the Dominion, having powers of legislation over the general affairs of the whole confederation.

In addition to this artificial system which has slowly evolved from the necessities of a community having

(*a*) I do not use the word "primary" here or elsewhere in the narrow sense customary in the political organizations of the United States, but I refer to a "public meeting" in the ordinary or common acceptance of the phrase; that is to say, an assembly of all persons interested in the object for which it is called, and not a legislative or representative or other body of limited membership, and subject to certain constitutional and other regulations.

the instincts of a self-governing people, there are numerous conventions, synods, conferences, literary, labour and benevolent associations, and directors' and shareholders' meetings, which have grown out of the requirements of all classes in these busy times.

2. All public bodies governed by parliamentary law.
—The meetings of these several bodies, from the simple primary, ward, village or town assembly to the complicated session of parliament, are all, more or less, governed by the leading principles of the common law of parliament—those generally recognized rules which have had their origin in the parent state, the old home of the common law and of the parliamentary system of Canada and of all the English-speaking peoples of the world. It is a well understood principle that the people of these dependencies, in adopting the common law of England, did not adopt it in its entirety, but only those parts of the system which are suited to a new colonial condition, very different from the state of society under which the usages of the common law grew up. On the same principle, the common law of parliament that governs in this country is that system of rules and conventions which has been adapted from the elaborate system of the great prototype of all legislative assemblies, and established by usage and prescription in this Dominion to meet existing conditions. As a matter of fact, the differences of law and procedure are relatively few — the method of putting amendments being one of those differences—but where

they do exist they should necessarily govern all assemblies that have a permanent code of rules or by-laws for their guidance.

3. Special rules necessary in certain cases.—Every assembly of the character previously described in general terms, will, of necessity, have its own rules adapted to its peculiar organization and requirements, just as parliament itself has its special orders governing its hours of meeting, its order of business and such other matters as are essentially of detail. But each and all should be, and are in fact, governed by those old rules which regulate debate, the making and putting of motions, the introduction and passage of bills, the procedure of committees of the whole and of select committees, and, in short, such other proceedings of parliament as are well calculated to ensure calm deliberation, full discussion and sound legislation.

The proceedings of deliberative, legislative and other public bodies—that is to say, of those bodies which have a complicated and elaborate procedure compared with the simple regulations of primary assemblies and meetings — are governed by statutory enactments as well as by ordinary rules of parliamentary usage. The parliament and the legislatures of Canada, municipal councils, public companies, religious conferences, courts and synods, and the more important societies of the country at large, are all, in certain essential particulars, governed by the rules of their respective constitutions or charters of existence. These statutory enactments

cannot be changed at the mere will of the body they govern, but only by the superior legislative authority that enacted them. But to all bodies, generally speaking, there are given either in express terms, or by necessary implication, the right to make such rules, regulations and by-laws as are essential to their usefulness and very existence as legislative, deliberative, or business bodies.

4. How regulations can be changed. — All such rules, regulations and by-laws are left necessarily to be modified, amended or changed by these bodies themselves. As long as they remain in force, and are not in direct conflict with statutory enactment or in excess of the powers given by law, they must regulate the proceedings of the bodies that have passed them. They cannot be changed or altered except in accordance with the methods laid down in the regulations or the law, and any violation of them may be prevented by any member asking the intervention of the chair under the rules.

5. Suspension of rules not to be encouraged.—At times, it may be necessary and convenient to suspend rules by unanimous consent, but this should rarely be permitted even in the society of the most humble object, and never, except in cases of urgency or routine business, in municipal or other bodies, regulated by law and immediately dealing with the rights and interests of individuals. Every assembly having legislative and large responsibilities, should have a rule prohibiting a

change of any fundamental rule, or by-law, except after exact notice of the proposed amendment. In the case of bodies having a corporate existence and dealing with the pecuniary and other important interests of individuals, no important amendment should be made except after such special notice, and with the consent of a certain majority—generally two-thirds—of all the members of the company or body (b). In addition, the rules or by-laws of all municipal councils, conferences, synods and other important associations, should have a rule referring in all cases, not provided for expressly in those rules and by-laws, to the common law of parliament; that is to say, to the rules and practice of the house of commons of Canada (c).

6. Meaning of session, sitting and meeting.—The business of every legislative and deliberative assembly, of every ecclesiastical assembly and synod, of every municipal council, of every association and of every body of men that meet for a certain object, is transacted at a "meeting," "sitting," or "session." An ordinary "meeting" means the interval of time between the assembling or convening of a body until the close of its proceedings by an adjournment. A "session," in a strict sense, means the duration of the several meetings of a legislative, ecclesiastical or other deliberative body which assembles at a fixed time,

(b) See rules of certain councils, etc., *Fifth Part* of this work, II. sec. 11.

(c) *Ibid*, II. sec. 12.

meets and adjourns from day to day, and finally after a week, month or longer period comes to a close by prorogation, or by such other usage as terminates the session. The meetings of an ecclesiastical body which sits for several days make up one session. In the case of bodies like municipal councils, companies' and directors' meetings, school boards and societies, which meet once, weekly, fortnightly, monthly, annually, or at other fixed and short periods, and transact their business at that particular time, the word "meeting" is practically synonymous with "session." If such a short meeting is adjourned until another day to conclude the matters for which it originally met, it is the same meeting, but not a session in the large sense. A "sitting" (*d*) is the word sometimes applied to a daily meeting of a session of parliament, or of any other important body.

7. The presiding officer.—Every body of men, assembled for the purpose of discussion, deliberation and the promotion of a certain object, must be, from the very nature of things, presided over by a particular person, who is called a chairman. It is his duty to maintain order, read motions to the meeting, so that they may be formally debated, decide questions of order and procedure, submit motions or resolutions to the final decision of the meeting or assembly by their voices, show of hands, or poll—or, as in parliament and

(*d*) Often called "sederunt" by a not very accurate application of a latin term.

other bodies, by a formal recording of yeas and nays—and finally adjourn the meeting when the business is concluded. This chairman is called by various titles according to the usage, rule or law that governs particular assemblies and bodies. The time-honoured name of speaker, which has come down to us from the ancient parliaments of England, is still used with rigid formality in all legislative bodies. President is generally the name of the presiding officer of synods, societies and companies' meetings, appointed or elected for a fixed interval. Prolocutor is the old English title of the president of the lower house of a church of England general or 'provincial synod in Canada (e). Moderator distinguishes the presiding officer of the Presbyterian courts. Warden, mayor and reeve, are the titles derived from old English local institutions, for the presiding officers of municipal councils. The Masons, Odd Fellows and other fraternities have designations peculiar to themselves. In addressing these several officers, it is usual to call them by their special title, Mr. Speaker, or Mr. Moderator, or Mr. President, or Mr. Mayor, though each is simply a chairman in the general sense of the common law that governs all assemblies. Frequently, provision is made for a deputy-speaker, or vice-president, or other officer, to supply the place of a presiding officer during his temporary absence.

(e) See *Fourth Part*.

8. How presiding officers are chosen.—Either law, rule or custom regulates the selection of a presiding officer of an assembly, council or other body. The speaker of the Canadian and English houses is elected on motion duly made by a mover and seconder, with the clerk acting as temporary chairman. If two or more candidates are proposed, the sense of the house is given on the name of each candidate, in the same order in which it is proposed: that is to say, the first name is voted upon, and if rejected, the second name, and so forth. It is not usual for a candidate to vote for himself. In the case of all public bodies in this country, it would be well to adopt the same practice and in this way ensure uniformity from a primary up to a parliamentary assembly (*f*).

9. Special statutory provisions in certain cases provide for chairman and other officers. — An ordinary public or primary meeting elects its chairman on a motion duly made, seconded, submitted and agreed to by the meeting. In the case of assemblies governed by statute, rules and by-laws—like legislative, ecclesiastical and municipal bodies, special provision is made for the election or appointment of all the officers. The speakers of the house of commons and of legislative assemblies generally in Canada are elected by those bodies as provided by law. Wardens, mayors and reeves are chosen by the people of the municipalities or by

(*f*) See below, p. 39, for parliamentary rule respecting the election of speaker.

the councils. The secretaries, clerks, treasurers, auditors and such other officers as are necessary to the transaction of the business of municipal councils, shareholders' and directors' meetings, and ecclesiastical bodies, are generally appointed by the bodies themselves in accordance with the constitution and regulations.

10. Quorum.—When any meeting or public body is regularly convened, and a chairman is elected in accordance with law or usage to preside over its debates and deliberations, the business before it can be regularly proceeded with. Every legislative and deliberative assembly with a certain number of members, has its quorum fixed by statute or by its own regulations. If there is no such provision in the constitution or regulations, then the common law requires a majority of *all* the members to give regularity to the proceedings of any meeting of that assembly. In case of a committee of the whole, the same rule prevails. A quorum is generally fixed by the appointing body for those smaller committees called "select" or "special." If no such quorum is fixed, then a majority of the committee must be present before any business can be transacted. As a rule it is important to have a fixed quorum for an assembly and its committees (*g*).

11. Order of business.—In every legislative or deliberative assembly of a permanent character, the rules

(*g*) See *below*, p. 41, for parliamentary rule respecting quorum.

generally provide for a regular order of business (*h*), which will be prepared for each meeting by the secretary or clerk, or scribe, or whatever may be the name of the recording officer, and should be called, item by item, by the chairman or clerk. It is absolutely essential to a proper discharge of the functions of every body that such an order should be regularly prepared and adhered to. In the case of an ordinary or primary or mass meeting, it should also be the duty of those responsible for its assembling and interested in its deliberations and debates, to arrange at the outset among themselves an order of proceeding, and not leave it to haphazard, and the confusion that would then probably ensue. All these matters, however, will be explained in their proper place, when we come to consider the proceedings of particular meetings.

12. Notices of motions and proceedings.—If this order of the day is to be effective and to carry out its main object of enabling each member of a permanent assembly or organized society to discuss every question that comes before it with some knowledge, it is necessary that the rules should provide as far as possible for a *notice* of every substantive motion or proceeding, in accordance with a fundamental principle of parliamentary procedure—questions of privilege and order, demanding the immediate interposition of the house,

(*h*) See *below*, p. 42, for parliamentary rule respecting order of procedure: also for that of city councils, *Fifth Part*, II. sec. 13.

being the only exceptions. Such notices are especially important in the case of proposed changes in the constitution or by-laws of an incorporated body; and it is well always to provide for such adequate notice as will inform all the members of the body of the precise terms of the amendment, and at the same time prevent it being made except by a vote of two-thirds of all the members (*i*) of the corporation, council, or assembly. The rules on these points should be very carefully framed. Notices are not, of course, as a rule necessary in the case of amendments relevant to a motion, though it is well to remember that questions may at times arise, especially in shareholders' and directors' meetings, how far amendments are allowable in the case of motions of which special notice has been given (*j*).

13. Minutes of proceedings.—Every assembly and association has necessarily its minutes, or authorized record of its resolutions and proceedings generally, prepared by the clerk or secretary. In parliament the daily journal or record is signed by the speaker, but it is not now formally read and approved by the house, as it is regularly printed, and open to correction on motion duly made, or by an erratum in case of clerical

(*i*) See *Fifth Part*, II. sec. 14, for rules of certain councils respecting notice.

(*j*) See *Third Part*, sec. 4, for the strict interpretation that is given to a rule respecting special notices in the case of directors', shareholders', and other meetings governed by statutory regulations.

error at the end of the proceedings of a subsequent day. In other bodies, however, it is usual to read and approve the minutes at a later meeting of the same assembly or council, and to have it signed by the chairman—his signature, however, being only necessary for courts of law. These minutes may then be corrected, but it is not regular to raise a discussion on the policy or merits of a question when attention is called to an error in the entry. All remarks must be simply in reference to the particular error. The record of all business meetings should be, as in parliament, succinct and accurate minutes of the actual motions, resolutions, and results of the deliberations, and not a report of men's speeches (*k*). In the case of companies' meetings, a president's address, relating to the operations of the company, is generally considered as much a part of the business as a manager's statement or a committee's report. All such points will be explained in the proper place in this work (*l*).

14. Proposal of motions.—Every question submitted to a meeting must come before it in the form of a motion which is moved by one member of the assembly, and seconded by another. Then it is read by the chairman, so that the meeting is actually seized of the proposition. It is then debatable, and may be negatived, or accepted, or amended. Until it is proposed from the

(*k*) See *Third Part*, sec. 7, for mode of keeping minutes accurately.

(*l*) See *Third Part*.

chair it cannot be formally entered in the minutes by the recording officer. Each motion should be in writing, except it be a purely formal and well understood motion of routine, or one for the adjournment of the debate or of the meeting (*m*). When a motion in its original or amended form is adopted it becomes a resolution, that is to say, the decision or determination of the meeting on the particular subject under consideration. That every amendment must be relevant to the subject-matter of a motion is a fundamental principle (*n*).

15. How motions and amendments thereto are "put."—In all Canadian legislative and deliberative assemblies, public bodies and meetings, motions and all amendments thereto are put by the chair in the reverse of the order in which they are made and not in the more logical but less convenient form peculiar to the English houses (*o*). That is to say, if, in Canada, a motion is first proposed, then an amendment, and next an amendment to the amendment—the full limit of such a proceeding—the sense of the meeting is taken, first on the amendment to the amendment, then on the amendment, and finally on the main motion. This usage is intelligible to every one, and is now the com-

(*m*) See below, p. 43.

(*n*) See below, p. 46, for parliamentary rule respecting motions.

(*o*) See Sir Reginald Palgrave's remarks on this point, cited in Bourinot's "Parliamentary Procedure," 2nd ed. p. 387, *n*.

mon law of all assemblies in this country (*p*). It is only in the case of the election of speaker that the reverse of this practice obtains (*q*).

16. How sense of an assembly is taken on a question.—The common law of parliament also provides certain methods of coming to a conclusion on any question submitted in the way just stated. When the chair is of the opinion that the meeting is ready to close the debate, he will first submit the question to the voice of the meeting (*r*), and give his opinion whether the "yeas" or "nays" prevail. If he cannot decide by the voices, then the rules of parliament require that five members rise, and the names of the yeas and nays be duly recorded in accordance with the method in vogue. In ordinary public meetings a show of hands (*s*) is only necessary as a rule, and a poll, or a recording of the names (*t*), is peculiar to more formal assemblies governed by strict rules. Municipal councils, generally speaking, follow the practice of legislative bodies. In some assemblies and societies, a ballot is required (*u*) by the rules. All of which will be explained in the proper place.

(*p*) See *below*, p. 49, for parliamentary rule as to the putting of questions and amendments thereto.

(*q*) See *above*, p. 11; and *below*, p. 39.

(*r*) For taking "voices," see *below*, p. 59.

(*s*) For a "show of hands," see *below*, p. 98.

(*t*) For "yeas and nays," see *below*, p. 106.

(*u*) For "ballot," see *below*, p. 108.

17. Debate of a motion or question.—Every member of an assembly has a right to discuss every question in accordance with the rules and usages of the body. The common law of parliament gives no limit to the length of a speech, but it is expedient in public bodies, whose meetings are held only at fixed periods, and the transaction of business should be expedited, to fix the duration of speeches on questions (*v*). It is a well understood rule that a reply should be allowed only to the mover of a *substantive* question—that is to say, a main question, to which amendments can be proposed — and not to the mover of an amendment, though if a new question is proposed — the adjournment of the debate, or a new amendment — then the member who has not spoken to those questions can speak again (*w*). The old common law of parliament still exists in Canada and the closure in the form now adopted in England has not yet reached the house of commons of the Dominion.

18. The previous question.—In the parliament and legislative assemblies of Canada the previous question, as it long existed in the English commons—an ingenious method of avoiding a direct vote on a question—is still in force. No form of proceeding is less understood in public assemblies generally than this method of bringing a meeting to a direct vote on a particular

(*v*) See *Fifth Part*, II. sec. 6; Toronto Rule 20, etc., for limitation of speeches in certain municipal councils.

(*w*) See *below*, p. 54, for parliamentary rule on this subject.

question (*x*). If a question is before a meeting, a member may prevent any amendment by proposing that the "question be now put." The chairman will propose the motion like any other, but this does not mean that the meeting is precluded from continuing the discussion on the main motion, unless there is a special rule limiting the practice of parliament. On the contrary, the debate goes on as before under our general parliamentary law, and it is only when the meeting proceeds to give a final decision that the effect of the previous question is at once felt. If the meeting decide by a majority vote that "the question be now put," then a vote must be immediately taken without amendment or debate on the original question; or, if the meeting negative the motion that "the question be now put," then no vote can be taken at all on the original motion, since the house has decided that the question shall *not now* be put—in other words, it is practically effaced for the time being (*y*). This suspending or removal from debate of the main motion in case an assembly negative the previous question is rarely understood in public bodies and municipal councils, some of which, like that of Toronto (*z*), entirely change the parliamentary rule and allow debate and amendment on the main motion if the majority reject the previous

(*x*) See *below*, p. 51, for parliamentary form of the previous question.

(*y*) See Bourinot, p. 398; May's Practice (8th ed.) p. 283; Cushing's Practice (large ed.), p. 551; Roberts' Rules of Order.

(*z*) See *Fifth Part*, II. sec. 16, Rule 37.

question, "Shall the main motion be *now* put?" Such debate and amendment are clearly irreconcilable with the decision of the majority and the origin and purpose of the previous question. As the object generally of moving the previous question is to prevent a decision on the main motion or question, the mover and seconder may vote against their own motion for the previous question in order to swell the vote against the original and objectionable motion. The ancient form of the previous question, "That the question be not put," is preferable and would prevent such an anomaly as just stated; and in fact, it is now the form in the English commons. The previous question, however, cannot be moved in a committee of the whole (a).

But the all important point to be impressed on those who use the previous question as practised in parliament, without being thoroughly conversant with its nature, is that, while it prevents any amendment on the main motion—that is to say, if an amendment has been already proposed, the previous question cannot be moved except that amendment be first withdrawn—it does not stop discussion on the main subject under consideration until the meeting comes to a vote.

The misapprehension that generally exists, as to the proper use, and the necessary consequence of the previous question, has arisen from confusing the rules of legislative assemblies of the United States with the

(a) See below, p. 52.

common parliamentary law of Canada, alone applicable to this particular matter. In the United States the previous question takes precedence of every debatable question, is not debatable, and cannot be amended. When a member calls for the previous question, the chair must immediately put the question, "Shall the main question be now put?" If this is carried by a two-thirds vote, all debate instantly ceases, and a vote is forced at once on the question under discussion. If the previous question is negatived, then the main question is again debatable. The previous question in United States assemblies can also be asked and ordered upon a single motion, a series of motions allowable under the rules, or an amendment or amendments. In case of an amendment the form of the question may be, "Shall the amendment be now put?" If adopted, debate is closed on the amendment only. After the amendment has been voted upon, the main question is again open to debate and amendments. So in the same way it can be moved on an amendment to an amendment. In fact, all questions are put to vote in order and without debate. It will therefore be seen that the previous question among our neighbours is moved under conditions very different from those in practice among us.

In all those cases, the moving of the previous question is under special rules and cannot be otherwise applied in Canada, where the common parliamentary law, as explained in the first two paragraphs, can alone

govern. If there is to be no debate when the previous question is proposed, the rule must so specifically state (b). *In the absence of this or other definite rule of closure, the law of parliament in this country must prevail.*

19. Object of all rules—due deliberation. — The primary object of all parliamentary rules is to ensure due deliberation and the orderly discussion of every question. Hence, notice is necessary of all substantive motions, but not of amendments or of motions for adjournment or for the previous question or other subsidiary or dilatory motions. All measures involving the expenditure of public money cannot be hastily adopted, but should be initiated in committee of the whole and pass through their necessary stages on different days (c). No two stages of any bill should be taken at the same sitting except on urgent occasions, of which the house or assembly must be the sole judge; and every bill should be considered in committee of

(b) It will be seen hereafter that in the majority of cases the rules of municipal councils and other assemblies make the previous question undebatable.

For cases of parliamentary rule, *i.e.*, the previous question debatable: see *Fifth Part*, II. sec. 16.

For cases where the previous question is not debatable, and the closure is practically in force, see *Ibid.*

I give also in the *Fifth Part*, III. sec. 9, a form that might be advantageously used according as it is wished to have the previous question debatable or undebatable.

(c) See *below*, p. 66, for parliamentary rule governing money votes and committee of supply.

the whole where each clause can be separately discussed with that freedom which is best calculated to ensure accuracy in the details of the measure (*d*).

20. Relevancy of debate.—To prevent a waste of time and ensure a decision as soon as possible on a question at issue, it is the duty of the chair to maintain the relevancy of debate, and keep members to the subject under discussion. All acrimonious personal attacks and the attribution of unworthy motives are promptly repressed. No one can interrupt a speaker except with his own consent or by rising to a question of order which must be succinctly stated, and decided by the chair with promptitude. Every rule or usage that governs debate mean due deliberation, courteous speech and relevancy of argument (*e*).

21. Question once decided not renewable as a rule in same session.—A question once decided cannot be brought up in the same session, but the rules provide for the rescinding of a resolution passed in the affirmative, after due notice of a motion to that effect, to be taken up and considered at a subsequent meeting. A question once decided in the negative cannot be brought up in the same terms, though there are instances in parliamentary history of an evasion of the rule by such an alteration of the original motion as to give a sort of justification of a procedure most questionable how-

(*d*) See *below*, p. 75, for parliamentary rules on bills.

(*e*) See *below*, p. 52, for parliamentary rules respecting debate.

ever in principle (*f*). These few exceptions, however, only prove the rule. In the case of bills, every stage is open to an amendment, whether accepted or negatived in a previous stage, as the great object of parliament is to give every possible facility for the discussion and consideration of bills which may become the law of the land.

22. Reconsideration.—The “reconsideration” of a question already decided, is, however, provided for in the rules of legislative and other assemblies in the United States, and in not a few public bodies in Canada. Consequently the rule admits not only of rescinding, as with us, a motion passed in the affirmative, but also of reconsidering a vote passed in the negative. The practice that generally prevails is to make a motion to reconsider on the same day, when the question was decided, or upon the following day, or at the succeeding meeting, but not necessarily to act upon the motion to reconsider on the same day. In fact, notice is practically given for reconsideration at another meeting. It is well to adhere as far as possible in this country to the usages of parliament; but, as it must be admitted there may at times be a necessity to reconsider a hasty action of public bodies, whose meetings or sessions are relatively short and not always able to give that ample discussion usual to legislative assemblies, the rules should provide a power to

(*f*) See below, p. 45, for parliamentary rule respecting the renewal of a question in same session.

that effect, but the conditions and circumstances under which the reconsideration should take place must be carefully indicated in the regulations. Hence the rules of municipal councils and other bodies, with limited sessions, generally provide that, after any question has been decided, "any member may at the same, or at the first meeting held thereafter, move for a reconsideration thereof; but no discussion of the main question shall be allowed unless reconsidered, and there shall be no reconsideration unless notice of such consideration be given at the meeting at which the main motion is carried; and after such motion is given no action shall be taken by the council on the main motion until such reconsideration is disposed of." It is also wisely provided in some rules that a motion for reconsideration shall not be allowed unless a majority at least, or even two-thirds, of the meeting agree to such reconsideration; and again, that "no question shall be reconsidered more than once nor shall a vote to reconsider be reconsidered." An American authority (Roberts) suggests very properly that "where a permanent society has meetings weekly or monthly, and usually only a small proportion of the society is present, it seems best to allow a reconsideration to hold over to another meeting so that the society may have notice of what action is about to be taken." *If an assembly has no special rule, then, as Cushing states very properly in his manual, "a motion to reconsider must be considered in the same light as any other motion, and as subject to no*

other rules." That is the reason why I urge a clear rule on the subject in every society or assembly (g).

(g) See special rules of Hamilton, London, Ottawa, and other city councils for reconsideration, *Fifth Part*, II. sec. 24. Dr. Neely, *Parliamentary Practice*, p. 68, says that the motion "must be made, excepting when the vote is by ballot, by a member who voted with the prevailing side; which may be a minority of more than one-third on a question requiring a two-thirds vote, or where there is a tie vote, by the negative."

The following citations from American authorities on other points will be useful to those Canadian bodies which adopt the American practice in its entirety.

"When the previous question has been partly executed, it cannot be reconsidered. The motion to reconsider can be applied to votes on all questions, excepting on motions to *adjourn* and to *suspend the rules*, and affirmative votes on motions to *lie on the table* or to *take from the table*.

"When the motion is applied to a vote on a *subsidiary motion* [for subsidiary motions, see *below*, p. 35n.], it takes precedence of the *main question*.

"It yields to *incidental motions* and all *privileged questions*, [see for such questions note *below*, p. 35n.], except for the *orders of the day*. A vote on an amendment, whether carried or lost, which has been followed by a vote on the motion to which the amendment was proposed, cannot be reconsidered until after the vote on the original motion has been reconsidered.

"When the motion to reconsider properly applies to a vote, it cannot be made during the day on which said vote was taken, when any other business is before the house, even when another member has the floor, or the meeting is voting on the motion to *adjourn*, but action on the motion cannot be taken to interfere with current business, but must be deferred until the business then before the house is disposed of.

"In such a case the motion is made and seconded and entered upon the minutes, then the business before the house proceeds, and the motion to reconsider is held over to be called

23. Committees of the whole and select committees.

—Every legislative or deliberative assembly has the right to form itself in committee of the whole body with a chairman to preside over its proceedings instead of the speaker, or permanent presiding officer, and to appoint small select committees of a fixed number of members to give particular consideration to certain matters to the details of which the whole assembly cannot so conveniently attend. The great advantage of committees of the whole is the free discussion of details, without members being confined to one speech on a question. It is important, however, that in these committees the rule of relevancy should be maintained and the members kept as strictly as possible to the subject of each particular clause of the bill, or item of a

up at any time before the close of the session. As soon as the subject interrupted has been disposed of the reconsideration, if called up, takes precedence of all other motions, except to adjourn and to fix the time to which to adjourn.”—Neely.

“The effect of making this motion is to suspend all action that the original motion would have acquired until the reconsideration has been acted upon; but, if it is not called up, its effect terminates with the session, provided that, in an assembly having regular meetings as often as monthly, if there is not held upon another day an adjourned meeting of the one at which the reconsideration was moved, its effect shall not terminate till the close of the next succeeding session. But the reconsideration of an *incidental* or *subsidiary motion* (except where the vote to be reconsidered had the effect to remove the whole subject from before the assembly) shall be immediately acted upon, as, otherwise, it would prevent action on the main question.”—Roberts.

“The motion to reconsider cannot be amended, and it is debatable or not, just as the question proposed to be recon-

resolution that is before it. In bodies like municipal councils, ecclesiastical bodies and associations generally, where time is of special value, it is frequently of advantage to have a rule limiting each member to remarks of five or ten minutes on each question as it presents itself. When every line of a clause or resolution is a question, it is evident that sufficient latitude would be given to every member to express his views in case of a limitation of speaking (h).

considered is debatable or undebatable. If debatable, then it opens up for debate the entire subject which it is proposed to consider. If the *previous question* is ordered while this motion is pending, it affects only the motion to reconsider. The motion to reconsider can be laid on the table, and, in such instances, the last motion cannot be reconsidered. If laid on the table, the reconsideration can, like any other motion, be taken from the table, but possess no privilege.

"When the motion to reconsider is laid on the table, it does not carry with it the pending measure. If this motion prevails then the question which the meeting has decided to reconsider is in the exact position it held just before the vote was taken, and, if debatable, it can be discussed as though no vote had been taken. Hence, if, in the former discussion, a member exhausted his privilege of debate, he cannot discuss it further without permission, but he may manage to present his views during the consideration of the motion to reconsider."—Neely.

"A reconsideration of a vote in committee shall be allowed regardless of the time elapsed, only when every member who voted with the majority is present when the reconsideration is moved."—Roberts (p. 70), who adds in a note: "No improper advantage can be taken of the privilege, as long as every member who voted with the majority must be present when the reconsideration is moved."

(h) See *below*, p. 63, for parliamentary rules regulating committees of the whole.

24. Importance of standing and special committees.—Standing and special committees in legislative and deliberative bodies—especially in municipal councils—have very useful and important functions to perform. The report of every committee must be signed by the chairman, and be the report of the majority—minority reports as such being unknown in parliament (*i*).

Neither a committee of the whole nor a select committee has any other authority except what is given it in its power of reference by the body that constitutes or appoints it; and all its acts must be duly ratified or sanctioned by an assembly before they can legally bind the same.

25. Reports of committees.—The reports of committees of the whole, and of standing and special committees, are made to the assembly by the chairman, or in his absence by a member of the committee; and motions for its reception, consideration, and adoption should be proposed in regular form. On bringing up a report, the chairman of the committee—or the clerk of the assembly as a rule—should read it at length unless the document is printed—like a manager's or director's report—and in the hands of every member, when the reading can be dispensed with if the meeting so order. After the reading, a motion should be made "That the report of [*subject*] be considered immediately," or at some future time. Ordinary reports can

(*i*) See *below*, p. 68, for parliamentary rules regulating select committees.

be taken up on the same day they are made, but those involving important points of policy or constitutional changes, or matters of expenditure or taxation, ought to be considered at a subsequent meeting as a rule. When it is under consideration, a motion can be made for its adoption as a whole; or it can be taken up resolution by resolution, or paragraph by paragraph, if it should contain separate recommendations or propositions, on each of which the sense of the meeting can be most conveniently and regularly taken (*j*).

26. Dilatory motions for adjournment, etc.—The motions for adjournment of the house, adjournment of the debate—two motions as a rule, always in order on a question—and the previous question, are well known methods by which decisions on a question are delayed or superseded for the time being. In committees of the whole, motions, “That the chairman do rise and report progress,” or “That the chairman do leave the chair,” are also dilatory and superseding motions, and are equivalent to the motions for the adjournment of the debate and of the house. The motions for the adjournment of the house and for the chairman to leave the chair, supersede the question entirely, though it can be renewed again on a subsequent day. If the chairman leaves the chair no report is made, and there is no question before the house. While these several motions are, generally speaking, “always in order,”

(*j*) See *below*, p. 64, for parliamentary rules respecting reports from committees.

they are also subject to certain restrictions which are explained in a later place (*k*).

To lay on the table.

In addition to these well known rules of parliamentary procedure, many municipal councils, companies and associations have adopted from the procedure of the United States, motions "to postpone" a question, or "to lay it upon the table" or to "commit it," which are also of a dilatory nature (*l*).

(*k*) See *below*, p. 65, for parliamentary rule respecting such dilatory motions in committee of the whole; for adjournment of the house, *below*, p. 46, for adjournment of the debate, *below*, p. 47.

(*l*) The American (U. S.) books (see Roberts, p. 28) place the following among "subsidiary" or "secondary" motions, because they can be "applied to other motions for the purpose of most appropriately disposing of them." They take precedence of a principal question, and must be decided before the principal question can be acted upon. They yield to "privileged" and "incidental" questions (for meaning of such questions see *below*, p. 35*n*.) and are arranged in the following order of precedence;—

1. Lie on the table.
2. The previous question.
3. Postpone to a certain day.
4. Commit.
5. Amend.
6. Postpone indefinitely.

Roberts adds that "any of these motions (except to amend), can be made when one of a lower order is pending, but none can supersede one of a higher order." For meaning and operation of "precedence" of one of these motions over another, see *Fourth Part*, II., Methodist Conference, Rule 10.

According to American authorities, as I am for the moment leaving the domain of Canadian parliamentary law, a member who wishes to carry a question to the table, that is to say, prevent its consideration until a majority vote to resume it, will move, "That the question be laid on the table." This motion cannot be debated, or reconsidered when it is adopted in the affirmative, or interrupted by any amendment or subsidiary motion. If the motion "to lay on the table" is decided in the negative, the business proceeds as if no motion had been made. If decided in the affirmative, the effect, in general, is to remove from before the assembly the principal motion and all other motions, subsidiary or incidental, that are connected with it (*m*). When it is desired to take up a question thus tabled, a member will move that the assembly do now proceed to consider the question laid on the table (its nature and time of tabling should be specified) and this motion, which is undebatable, and not open to amendments or subsidiary

(*m*) Dr. Neely (pp. 44, 45) adds: "There are a few exceptions, thus: as a question of privilege does not adhere to the subject it interrupts, it does not carry with it to the table the question pending when it was raised; an appeal laid on the table does not carry with it the original subject; a motion to reconsider, when laid on the table, leaves the original question where it was before the reconsideration was made; an amendment to the minutes, being laid on the table, does not carry the minutes with it. It is in order to lay upon the table the questions still before the body, even after the previous question has been ordered and up to the moment of taking the last vote under it." See also Roberts, ss. 19, 57*b*, 59*c*; Spofford's Parliamentary Rules, p. 137.

motions, must be submitted to the decision of the assembly, a majority of whom alone can order the consideration asked for.

To postpone to a specified time.

To postpone to a certain time, or to postpone indefinitely, are two other forms of proceeding which are practically equivalent to the ordinary motions for the adjournment of a debate, or the adjournment of the house, or for laying on the table. According to American authorities, if the motion to postpone for a specified time is decided affirmatively, the subject to which it is applied is removed from before the body with all its appendages and incidents. The motion can be amended as respects the time, is open to the previous question and is debatable not as respects the merits of the subject of the original question, but only as respects the advisability of the proposed postponement. If the motion is carried, the matter cannot be taken up before that specified time except by a two-thirds vote; but when it is reached, it is a question having the priority over all questions except those that are privileged. Questions postponed to different times, but not then taken up shall, when considered, be taken up in the order of the times to which they were postponed (*n*).

To postpone indefinitely.

To postpone indefinitely has the object and effect of superseding or suppressing a question altogether,

(*n*) See Neely, p. 49; Roberts, pp. 53, 156.

without coming to a direct vote. The motion cannot be amended, but it opens to debate the entire question it proposes to postpone. If the previous question is ordered when this motion is pending, the previous question is applicable only to the same (*o*).

These two motions of postponement are chiefly useful in legislative and deliberative assemblies that have a session for a considerable time. In such assemblies the motions cannot extend beyond the present session—one session cannot bind the next. In the cases of municipal councils, or societies, or of companies' meetings, that have limited sittings on one day, a motion to postpone indefinitely cannot have any effect, and the only one of practical value is to postpone for the particular meeting, or until the next assembling or session—here synonymous terms, as before explained (*p*). The question thus postponed comes up with the unfinished business of the previous meeting, and consequently should take precedence of new business. If the meeting at which the motion "to postpone" simply is carried, should be only adjourned, the question could not be taken up at the adjourned meeting, since it would seem that the meeting would be one and the same. If it is desired to hold an adjourned meeting to consider a special subject the time to which the assembly shall adjourn should be first fixed before making the motion to postpone the subject to that day (*q*):

(*o*) See Neely, p. 53; Roberts, pp. 59, 160.

(*p*) See *above*, p. 9.

(*q*) See Roberts, p. 54.

To commit in American practice.

Another subsidiary motion, subject in American assemblies and societies to special rules, is "to commit" or "recommit" a subject with the view of considering and amending it more in details than is possible in the whole body. As I have previously shown (*above*, p. 27), a reference to committees is a common and useful parliamentary practice; but in United States and (a few) Canadian assemblies the motion is subject to certain conditions like the other subsidiary motions I have been just dealing with. This motion takes precedence of the motions to amend or indefinitely postpone, but yields to such "privileged" questions as to adjourn, call for orders of the day, fixing the time to which the body shall adjourn, questions relating to the rights or privileges of the assembly; also to such "incidental" (*r*) questions as appeals or questions of order, objection to the consideration of a question, reading of papers, suspension of rules, leave to withdraw a motion; and also

(*r*) Roberts (pp. 29, 30) explains that in American practice "incidental questions" are such as arise out of other questions and take consequently precedence of and are decided before those questions to which they are incident. They yield to privileged questions and cannot be amended. Excepting an appeal they cannot be debated. "Privileged questions" are such as, on account of their importance, take precedence of all other questions whatever, and are consequently undebatable except in cases relating to the rights of the assembly or its members. I give in the text the incidental and privileged questions mentioned by the same American authority. They all form part of a very complicated procedure which has no status in Canadian assemblies unless formally adopted.

to the motion to lie on the table, or for the previous question, or to postpone to a certain day. It can be amended by altering the committee or giving it instructions. It is debatable and, like a similar motion in parliament, opens up the merits of the whole question which it is proposed to refer (*s*).

27. General remarks on the foregoing motions.—

All these motions to reconsider, to lay on the table, to postpone to a specified time or indefinitely, and also to commit under the conditions just stated are, as I have already said, not drawn from the practice of our parliament, and it is consequently obvious that questions of doubt that may arise in Canadian assemblies that have adopted the procedure in simple terms cannot be solved by reference to our parliamentary law. Under these circumstances, it is customary to refer to United States authorities, but as this reference may not be always conclusive on account of the procedure being mixed up with "incidental," "privileged," "subsidiary" and other motions peculiar to American practice, it is advisable, when our councils or other public bodies adopt it, to frame these special rules so as to make them workable and intelligible under all circumstances (*t*).

(*s*) Roberts, pp. 54, 155.

(*t*) By reference to other parts of this work (see especially *Fifth Part*, II. sec. 15) it will be seen that many assemblies, municipal councils and other bodies have special rules on these dilatory and superseding motions, giving them certain precedence and making them undebatable in particular cases.

I repeat emphatically: *Unless the rules are made clear in every particular and there is a general reference in all cases of doubt to recognized United States authorities, like Roberts, or Neely, or Cushing, all such dilatory and subsidiary motions, as I have been reviewing in the foregoing paragraphs, can only be subject to the rules that govern all motions in Canadian parliamentary procedure and to none other (u).*

28. Importance of rules of order.—The writer need only add, in closing these general observations, that his long experience of parliamentary and public bodies generally has taught him the wisdom of adhering as closely as possible to those rules and usages that illustrate the common sense and business habits of Englishmen and their descendants, as well as their desire to give every opportunity for the discussion of public questions and measures. Laxity of procedure is antagonistic to the successful prosecution of business.

So far, I have only attempted to give a short review of those leading principles that govern, generally speaking, assemblies. In the following pages the reader will find *a summary of those rules and usages which are common to all legislative assemblies in this country, and may be properly called the common law of parliament*, to which reference can be made by those bodies which find their own regulations insufficient to solve the questions of doubt that must constantly arise in practice.

(u) See above, p. 25.

II. A SUMMARY OF THE RULES AND USAGES OF PARLIAMENT.

(Applicable to public bodies generally)

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2. Duties of speaker, p. 40.
3. Attendance of members, p. 40.
4. Quorum, p. 41.
5. Order of business, p. 42.
6. Motions, p. 42.
7. Amendments, p. 47.
8. Sense of house taken on motions and amendments thereto,
p. 49.
9. Division of a question, p. 50.
10. Previous question and other dilatory motions, p. 51.
11. Rules of debate, p. 52.
12. Call to order, p. 56.
13. Questions of privilege, p. 56.
14. Breaches of decorum, p. 57.
15. Words taken down, p. 57.
16. Divisions, p. 58.
17. Questions put to members, p. 62.
18. Committees of the whole, p. 63.
19. Dilatory motions in committee of the whole, p. 65.
20. Money votes, p. 66.
21. Standing and special committees, p. 68.
22. Petitions, p. 73.
23. Public bills, p. 75.
24. Conferences between two houses, p. 79.
25. Joint committees, p. 81.

References are given throughout to *Bourinot's Parliamentary Procedure*, 2nd ed.

1. ELECTION OF SPEAKER. (a)

A member, addressing himself to the clerk, proposes another member then present to the house for their speaker, and moves that such member "do take the chair of this house as speaker."

The motion being seconded, and after debate thereon, if no other member be proposed, the question is put by the clerk, and the member thus proposed is elected *nemine contradicente*.

If more than one member be proposed as speaker, a motion is made and seconded regarding each such member, "that he do take the chair of this house as speaker," etc.

A question is then put by the clerk that the member first proposed "do take the chair of this house as speaker," which is resolved in the affirmative or negative, like other questions.

If the question be resolved in the affirmative, the member is conducted to the chair; but, if in the negative, a question is then put by the clerk, that the member next proposed "do take the chair of this house as speaker," and, if the question be resolved in the affirmative, the member is conducted to the chair.

The speaker elect, being conducted to the chair by the members who proposed and seconded the motion for his election, stands on the upper step of the chair and

(a) For election of speaker in full, see Bourinot, pp. 274-277.

returns his acknowledgments to the house for the great honour they have been pleased to confer upon him.

2. DUTIES OF SPEAKER (b).

The speaker shall not take part in any debate before the house.

See *below*, p. 59, for speaker's vote in case of an equality of votes.

The speaker shall preserve order and decorum, and shall decide questions of order, subject to an appeal to the house; in explaining a point of order or practice, he shall state the rule or authority applicable to the case.

Whenever the speaker is of opinion that a motion offered to the house is contrary to the rules and privileges of parliament, he shall apprise the house thereof immediately, before putting the question thereon, and quote the rule or authority applicable to the case.

It is the duty of the speaker to interrupt a member who makes use of any language which is clearly out of order.

3. ATTENDANCE OF MEMBERS (c).

Every member is bound to attend the service of the house, unless leave of absence is given to him by the house. Leave of absence may be given by the house to a member, on account of his own illness, or of the illness

(b) For duties of speaker, see Bourinot, pp. 213-215.

(c) See Bourinot, pp. 190, 191.

or death of a near relation, or of urgent business, or for other cause, stated to and deemed sufficient by the house. While he has leave of absence, a member is excused from service in the house or on a committee.

4. QUORUM (*d*).

Whenever the speaker shall adjourn the house for want of a quorum, the time of the adjournment, and the names of the members then present, shall be inserted in the journal.

When the attention of the speaker has been called to the want of a quorum (twenty members including the speaker), he proceeds to count the members present, while the bells are being rung. Members are counted as they come in. If there is no quorum, the clerk takes down the names, and records them in the journal, with the time when the speaker so adjourned the house.

For procedure in committee of the whole, see last paragraph *below*.

If the house should be suddenly adjourned in consequence of the absence of a quorum, a question then under consideration of the house will disappear from the order paper for the time being.

But a question may be revived after notice, and taken up at the stage where it was temporarily superseded. Some municipal councils provide for such cases by a special rule. The same rule applies to the case of a question superseded by an adjournment: see *below*, p. 46.

If it be shown by a division or otherwise that there is not a quorum present in a committee of the whole,

(*d*) See Bourinot, pp. 298, 299.

the chairman will count the members and leave the chair, when the speaker will again count the house. If there is not a quorum present, he will adjourn the house; but if there are twenty members in their places, the committee will be resumed.

5. ORDER OF BUSINESS (e).

The clerk of the house shall place on the speaker's table, every morning, previous to the meeting of the house, the order of the proceedings for the day.

A motion, even in reference to the business of the house, can be taken out of its appointed order only by "universal assent" (f).

Such a rule is necessary to prevent members being surprised in their absence by a change of orders. One member objecting can prevent the change in parliament.

6. MOTIONS (g).

When a member proposes to bring any matter before either house with the view of obtaining an expression of opinion thereon, he must make a motion of which he must give due notice for consideration on some future day, unless it be one of those questions of privilege, or urgency which, as it will be shown hereafter, may be immediately considered.

For questions of privilege, see below, p. 56.

(e) See Bourinot, p. 301 *et seq.*

(f) See Bourinot, p. 308.

(g) See Bourinot, pp. 366-375.

A motion may be made by unanimous consent of the house, without previous notice.

Such motions relate to the business of the house or some matter of urgency. No rule can be suspended except by notice or unanimous consent.

All motions shall be in writing, and seconded, before being debated or put from the chair.

Such motions of routine business as "That a bill be read a first or second or third time," etc., or "That the house do adjourn," or "That the debate be adjourned," are rarely written in parliament, nor is the motion for the previous question. Every other motion should be written.

A motion that is not seconded may not be proposed from the chair, or debated, and no entry thereof is made in the "votes."

That is to say, in the short daily record or journal called "votes and proceedings." The clerk who keeps the minutes at the table only recognizes the orders of the chair. It is only when the speaker has read or proposed a motion to the house that the clerk enters it on the journal. He takes no note of members' speeches.

No motion is regularly before the house until it has been read, or, in parliamentary language, proposed from the chair, when it becomes a question. When the house is in this way formally seized of a question, it may be debated, amended, superseded, resolved in the affirmative, or passed in the negative, as the house may decide.

See previous note, as to the duty of the clerk when a question is thus formally before the house.

The speaker reads the question at length: "Mr. A. moves, seconded by Mr. B., That, etc." And having read it, he adds,

"Is it the pleasure of the house to adopt the motion?" The house is now in a position to debate the subject-matter of the motion or question thus formally proposed.

All motions should properly commence with the word "That." In this way if a motion meets the approbation of the house, it may at once become the resolution, vote, or order which it purports to be.

For instance, "That the house do adjourn," or "That in the opinion of this house it is desirable to proceed to the order of the day for the consideration of the bill providing for simultaneous voting at elections." A preamble is objectionable in any motion or proposed resolution or series of resolutions. Bills only have preambles commencing with "Whereas." When a motion is agreed to, it becomes a resolution; until then it is only a proposed resolution. It is a common practice in America to prefix such preambles to a set of resolutions, but it is at variance with correct parliamentary usage, and can be easily avoided by a careful framing of the motion.

Motions are frequently proposed and then withdrawn, but this can be done only "by leave of the house, such leave being granted without any negative voice."

A single voice can prevent such withdrawal. If there are a motion, and amendment, and an amendment thereto, all at once before the house, each must be withdrawn in due order. That is to say, the first amendment or the main motion cannot be withdrawn if the last amendment is persisted in.

In case a motion has been withdrawn, it may be again proposed as the house has not previously determined the question, and it is only in the latter event that the same question may not be revived. If an amendment has been negatived, a similar amendment cannot be proposed on a future day.

Any member may require the question under discussion to be read at any time of the debate, but not so as to interrupt a member while speaking (*h*).

Such a rule is necessary for the intelligent consideration of a question under debate, but the speaker or chairman of any assembly should not allow it to be obviously used to delay the progress of business and for the purpose of obstruction. His own judgment must be exercised in such cases to expedite business by a judicious interposition of the influence and authority of the chair.

By the rules of the house, it is irregular to propose any motion or amendment which anticipates a matter already appointed for the consideration of the house (*i*).

No question or motion can regularly be offered, if it is substantially the same with the one on which the judgment of the house has already been expressed during the current session (*j*).

But orders of the house are frequently discharged and resolutions rescinded. The latter part of the thirteenth rule of the house of commons provides: "No member may reflect upon any vote of the house, except for the purpose of moving that such vote be rescinded." In such a case, the motion will first be made to read the entry in the journals of the resolution, and when that has been done by the clerk, the next motion will be that the said resolution be rescinded, or another resolu-

(*h*) See Bourinot, p. 422.

(*i*) See Bourinot, p. 308.

(*j*) See Bourinot, pp. 401-403.

tion expressing a different opinion may be agreed to (*k*).

If a motion has been negatived, it cannot be afterwards proposed in the shape of an amendment.

The only means by which a negative vote can be revoked is by proposing another question, similar in its general purport to that which had been rejected, but with sufficient variance to constitute a new question; and the house would determine whether it were substantially the same question or not (*l*).

A motion to adjourn the house is always in order, and if carried supersedes the question under consideration (see *above*, p. 41).

A motion of this kind, when made to supersede a question, should be simply, "That the house do now adjourn," and it is not allowable to move an adjournment to a future day, or to propose an amendment to the question of adjournment (*m*).

A motion for the adjournment of the house may be made while a matter is under discussion, or in the interval of proceedings. In the first case, such a motion is in the nature of a dilatory or subsidiary motion and in the other it is a substantive motion to which a reply is permitted to the member who makes it (*n*). If

(*k*) See Bourinot, p. 401.

(*l*) See Bourinot, p. 402.

(*m*) See Bourinot, pp. 395, 396, 413-415.

(*n*) See Bourinot, pp. 413-416.

the motion is negatived it cannot be renewed until after an intermediate proceeding.

A motion for the adjournment of the debate should be pure and simple, like the motion for the adjournment of the house (*o*).

7. AMENDMENTS (*p*).

Amendments must be relevant to a motion or question.

If they are on the same subject-matter with the original motion they are admissible, but not when foreign thereto (*q*).

Every member has the right of moving an amendment to a motion without giving notice thereof. This amendment may propose:

1. To leave out certain words;
2. To leave out certain words, in order to insert or add others;
3. To insert or add certain words.

But such an amendment is subject to the condition of the rule with respect to order of business (*above*, p. 42); for otherwise the house might be surprised into considering a question set down for another and later day.

When it is proposed to amend a motion, the question is put to the house in this way: The speaker will first state the original motion, "Mr. A. moves, seconded

(*o*) See Bourinot, p. 396.

(*p*) For amendments, see Bourinot, pp. 385-394.

(*q*) See Bourinot, p. 392.

by Mr. B., that, etc." Then he will proceed to give the amendment: "To this Mr. C. moves, in amendment, seconded by Mr. D., that, etc." The speaker will put the amendment directly in the first place to the house: "Is it the pleasure of the house to adopt the amendment?" If the amendment be negatived, the speaker will again propose the main question, and a debate may ensue thereon, or another amendment may then be submitted. On the other hand, if the house adopt the amendment, then the speaker will again propose the question in these words: "Is it the pleasure of the house to adopt the main motion (or question) so amended?" It is then competent for a member to propose another amendment: "That the main motion (or question), as amended, etc., be further amended, etc."

But such amendments are subject to the limitations set forth in the three following rules.

An amendment once negatived by the house cannot be proposed a second time.

When the house have agreed that certain words shall stand part of the question, it is irregular to propose any amendment to those words, as the decision of the house has already been pronounced in their favour, but this rule would not exclude an addition to the words, if proposed at the proper time.

In the same manner, when the house have agreed to add or insert words in a question, their decision may

not be disturbed by any amendment of these words; but here again other words may be added.

When an amendment to the main motion has been proposed, it is competent for any member to move an amendment to the same.

8. SENSE OF HOUSE TAKEN ON MOTIONS AND AMENDMENTS THERETO (*r*).

When there are a main motion, an amendment, and an amendment thereto, the speaker will submit the three motions in the reverse of the order in which they are made, and first take the sense of the house on the last amendment: "Is it the pleasure of the house to adopt the amendment to the amendment?" If this second amendment is rejected, it is regular to move another (provided, of course, it is different in purport from the one already negatived) as soon as the speaker has again proposed the question: "Is it the pleasure of the house to adopt the amendment to the main motion (or original question)?"

Only two amendments can be proposed at the same time to a question. In other words, there can only be three questions at one time before the house: the main motion, an amendment, and an amendment thereto. But the motion for the adjournment of the house or of the debate is always in order under such circumstances (see *above*, p. 47).

(*r*) See Bourinot, pp. 388-392.

When a proposition or question before the house consists of several sections, paragraphs, or resolutions, the order of considering and amending it is to begin at the commencement and to proceed through it in course by paragraphs; and when a latter part has been amended, it is not in order to recur back, and make any amendment or alteration of a former part.

Sometimes it may be necessary to refer to a previous paragraph incidentally for the purpose of explaining or illustrating an argument on the second paragraph; but a continuance of the former discussion would be out of order.

If an amendment be resolved in the affirmative, it will not be competent to move that it be struck out, in whole or in part.

Amendments may, however, be proposed to add words to the main motion, or amendment, as amended.

No addition can be made to a question after the house has decided that the words proposed to be left out should stand part of the question.

9. DIVISION OF A QUESTION (s).

The ancient rule that when a complicated question is proposed to the house, the house may order such question to be divided, is applied as follows: When two or more separate propositions are embodied in a motion, or in an amendment, the speaker may put the question on such propositions separately, restricting debate to each proposition in its turn.

(s) See Bourinot, p. 371.

10. PREVIOUS QUESTION AND DILATORY MOTIONS GENERALLY (*t*).

The previous question, until it is decided, shall preclude all amendment of the main question, and shall be in the following words, "That this question be *now* put." If the previous question be resolved in the affirmative, the original question is to be put forthwith without any amendment or debate.

This parliamentary rule allows debate to continue on the main motion, after the previous question has been proposed.

This important and not always understood motion is fully explained elsewhere in this work. See

1. General remarks on the subject of the previous question, *above*, p. 18.
2. Rules of city and other councils which stop all amendment and debate when the previous question is once proposed, *Fifth Part*, II. sec. 16.

No amendment may be proposed to the motion for the previous question. Neither can it be proposed when there is an amendment under consideration. If the previous question has actually been proposed it must be withdrawn before any amendment can be submitted to the house. If an amendment has been first proposed, it must be disposed of before a member can move the previous question.

The motion, "That the house do now adjourn," can be made to the motions for the previous question and for reading the orders of the day. But such a motion

(*t*) See Bourinot, pp. 394-400.

cannot be made if the house resolves that the question shall now be put. It is also perfectly in order to move the adjournment of the debate on the previous question. When a motion has been made for reading the orders of the day, in order to supersede a question, the house will not afterwards entertain a motion for the previous question, as the former motion was of itself in the nature of a previous question. It is allowable to move the previous question on the different stages of bills.

While it is not allowable to move the previous question in a committee of the whole on a bill or resolution, a motion "That the chairman do leave the chair" (see *below*, p. 66), has practically the same effect as the previous question of anticipating and preventing a decision on a question under consideration. See Bourinot, p. 486; May, p. 433 (9th edition).

A motion to commit a bill or question, until decided, shall preclude all amendment of the main question.

That is to say, if it is proposed to commit a bill or question, it is not regular to move before committal to amend that bill or question; but it is quite in order to reject the motion to go into committee thereon, or to propose a motion against the principle of such bill or question, which, when carried, would prevent committal. The object of going into committee is to amend the details or subject-matter of the question there considered.

11. RULES OF DEBATE (u).

Every member desiring to speak is to rise in his place, uncovered, and address himself to Mr. Speaker.

(u) See Bourinot, c. 11, pp. 404-443.

By the special indulgence of the house a member, disabled by sickness or infirmity, is permitted to speak sitting and uncovered.

When two or more members rise to speak, Mr. Speaker calls upon the member who first rose in his place; but a motion may be made that any member who has risen "be now heard," or "do now speak."

In such a case, the house determines as in the case of any other question submitted to its decision. First, by the voices, and secondly, by a division, if necessary.

A new member, who has not yet spoken, is generally called upon, by courtesy, in preference to other members rising at the same time.

A member is not to read his speech, but may refresh his memory by reference to notes.

No member is to allude to any debate of the same session upon a question or bill, not being then under discussion, except by the indulgence of the house for a personal explanation.

Every member who addresses the house should endeavour to confine himself as closely as possible to the question under consideration. If the speaker, or the house, believes that his remarks are not relevant to the question he will be promptly called to order by the former.

No member may refer to a member by name.

The rule requiring that speeches should be relevant to the motion immediately under consideration has

never been yet applied in the Canadian houses to motions for the adjournment of the house or of the debate.

No member may speak twice to a question, except in explanation of a material part of his speech, in which he may have been misconceived, but then he is not to introduce new matter. A reply is allowed to a member who has made a substantive motion to the house, but not to any member who has moved an order of the day, an amendment, the previous question, or an instruction to a committee (*v*).

A "substantive" means the main or first motion or question, to which amendments may be moved. If when there is no substantive motion before the house, in other words, no subject under debate, a member moves "That the house do now adjourn," for the sake of bringing into discussion some question of urgency, that motion is "substantive," and the mover has a right to reply, but should there be a question under consideration, and a member moves "that the house do now adjourn," this is a dilatory or incidental motion simply, and the mover has no reply.

When the speaker is putting a question, no member shall walk out of or across the house, or make any noise or disturbance; and when a member is speaking, no member shall interrupt him, except to order, nor pass between him and the chair; and no member may pass between the chair and the table, nor between the chair and the mace when the mace has been taken off the table by the serjeant-at-arms (*w*).

No member shall speak disrespectfully of her majesty, nor of any of the royal family, nor of the governor

(*v*) See Bourinot, p. 417.

(*w*) See Bourinot, pp. 405, 406.

or person administering the government of Canada; nor shall he use offensive words against either house, or against any member thereof, nor shall he speak beside the question in debate. No member may reflect upon any vote of the house, except for the purpose of moving that such vote be rescinded (*x*).

A member may rise to speak "to order," or upon a matter of privilege suddenly arising (*y*).

A member called to order shall sit down, but may afterwards explain. The house, if appealed to, shall decide on the case, but without debate. If there be no appeal, the decision of the chair shall be final (*z*).

See mode of appeal under such circumstances, *below*, sec. 12.

Every member against whom any charge has been made, having been heard in his place, should withdraw while such charge is under debate (*a*).

The charge may be embodied in a motion or in a statement made by a member in his place. If such a motion or statement, involving the character or conduct or language of a member, is to be made, due notice should be given him that he may be present to reply. When he has made his statement, then he withdraws.

See also *below*, p. 62, for withdrawal when it is a question of his vote.

(*x*) See Bourinot, pp. 410, 411.

(*y*) See *below*, p. 56.

(*z*) See Bourinot, p. 432.

(*a*) See Bourinot, pp. 430, 440-442.

12. CALL TO ORDER (b).

It is the right of a member to rise and call another member to order. He must state the point of order clearly and succinctly, and it will be for the speaker to decide whether the point is well taken.

When a member rises to a point of order—that is when he believes a rule or usage has been violated by a motion or in a speech—and in the latter event he may interrupt a speaker—he should say “I rise to a point of order.” The speaker will say, “Please state your point of order.” The objecting member must do this “succinctly,” and no member can attempt under cover of his objection to discuss the subject-matter under debate. The speaker in case of special difficulty may ask opinions of members, but when he decides he should not argue but simply give his opinion authoritatively. If a member is not satisfied with the decision he should rise and say, “I appeal from the decision of the chair.” The speaker will then put the question, which is undebatable (see *above*, p. 55) by first giving the terms of his decision, and the point of appeal, and add, “The question is now, shall the decision of the chair stand as the judgment of the house? Those who are in favour of the motion will say aye.” Then when the voices have been given for the ayes he will say, “Those who are against the motion will say no.” If the voices are doubtful and the names are demanded by five members, he will again submit the question and the roll will be called in accordance with usage. It may be added that when the speaker is on his feet every member should sit down until the former concludes what he has to say on the point of order.

13. QUESTIONS OF PRIVILEGE (c).

A motion directly concerning the privileges of the house, which calls for its present interposition on a mat-

(b) See Bourinot, p. 432.

(c) See Bourinot, pp. 375-379.

ter which has recently arisen, takes immediate precedence of all other business before the house, and is moved without notice.

Questions of privilege refer to all matters affecting the rights and immunities of the house collectively, or the position and conduct of members in their representative character.

14. BREACHES OF PARLIAMENTARY DECORUM (*d*).

When a member has been called to order by the speaker, for a breach of parliamentary decorum, it is his duty to bow at once to the decision of the chair, and to make an apology by explaining that he did not intend to infringe any rule of debate, or by immediately withdrawing the offensive and unparliamentary language he may have used. In case, however, a member persists in his unparliamentary conduct, the speaker will be compelled to *name* him, and submit his conduct to the judgment of the house.

In such a case the member whose conduct is in question should explain and withdraw, and it will be for the house to consider what course to pursue in reference to him.

15. WORDS TAKEN DOWN (*e*).

When a member makes use of any disorderly and unparliamentary language, it is the right of another member to move that it be taken down.

(*d*) See Bourinot, pp. 433, 434.

(*e*) See Bourinot, pp. 434-437.

When a member objects to words used in debate, and desires that those words be taken down, he repeats the words to which he objects, immediately after they have been uttered, stating them exactly as he conceives them to have been spoken. Whereupon Mr. Speaker, having ascertained that the sense of the house is in accord with the demand, directs the clerk to take down those words.

When the words have been taken down at the table and the clerk has read the words to the house, the member should explain and withdraw, and then the house will proceed to consider what course to take with reference to him.

16. PUTTING THE QUESTION—DIVISIONS (f).

When a debate on a question is closed, and the house is ready to decide thereon, the speaker proceeds to "put" the question. If the question has not been heard he states it again to the house.

That is to say, the speaker says, "Is the house ready for the question?" The sense of the house being unequivocally in favour of closing the debate, and no member rising to speak, the speaker again reads the motion; in other words he "puts" the question for a final decision thereon.

Having read the question on which the decision of the house is to be first given he takes the sense of the members by saying, "Those who are in favour of the question or amendment will say yea, those who are of

(f) See Bourinot, chap. XIII. pp. 440-450.

the contrary opinion will say no." When the supporters and opponents of the question have given their voices for and against the same, the speaker will say, "I think the yeas have it;" or "I think the nays (or noes) have it;" or "I cannot decide." If the house does not acquiesce in his decision, the yeas and nays may be called for.

In the house of commons, the speaker says, "Those who are in favour of the motion (or amendment) will please to rise." The clerk has before him a list of all the names printed alphabetically and places a mark against each name as it is called. The assistant clerk calls out the name of each member as he stands up.

When the members in favour of the motion have all voted, the speaker says again: "Those who are opposed to the motion (or amendment) will please to rise;" and then the names will be taken down in the manner just described.

When all the names have been duly taken down, the clerk will count up the votes on each side, and declare them; the speaker will then say: "The motion is resolved in the affirmative;" or "passed in the negative," as the case may be. If the motion on which the house has decided is a motion in amendment, then the speaker proceeds to put the next question, on which a division may also take place.

In case of an equality of votes, Mr. Speaker, or the chairman, gives the casting voice, usually in such a

manner as not to make the decision of the house final (g).

Generally he gives his reason for his vote. In municipal councils in Ontario a mayor or other head of the council or any person acting in his place, votes as a member, and in case of an equality of voices the motion is to be considered negated.

No member may speak to any question after the same has been fully put by Mr. Speaker.

A question is fully put when the speaker has taken the voices both of the yeas and of the nays.

No member is entitled to vote upon a question upon which he has a direct pecuniary interest, not held in common with the rest of the subjects of the crown, and the vote of any member so interested will be disallowed. The vote of such a member in a division taken in a committee of the whole house, is adjudicated upon by the committee. A standing committee also has the like power of determining the question of a personal interest in a vote.

If a member is believed to have a direct pecuniary and personal interest in a question, his attention will be called to the matter through the speaker, and, if his explanation is not satisfactory or sufficient the house will decide by voting on a motion "That A.'s vote be disallowed." If it is disallowed the clerk will erase the vote from the record.

The rule relating to the vote upon any question in the house of a member having an interest in the matter

(g) See Bourinot, pp. 453-455.

upon which the vote is given, applies likewise to any vote of a member so interested in a committee (*h*).

If a member was not present in the house when the question was put by the speaker, he cannot have his vote recorded.

If he should vote under such circumstances, the speaker will ask, "Was the honourable member present in the house, and did he hear the question put?" If he replies in the negative, his vote must be struck off the record.

If a member of the commons who has heard the question put does not vote, and the attention of the speaker is directed to the fact, the latter will call upon him to declare on which side he votes, and his name will be recorded accordingly.

Every member must vote unless he comes under the disqualifications of the foregoing rules.

If a member who has heard the question put in the commons should vote inadvertently, contrary to his intention, he cannot be allowed to correct the mistake, but his vote must remain as first recorded.

If a member's name is entered incorrectly or is inadvertently left off the list he can have it rectified should the clerk read out the names, or on the following day when he notices the error in the printed votes.

(*h*) See Bourinot, p. 455, for full explanation of what constitutes an interest not in common with the rest of the subjects of the crown. For instance, he may vote for an increase of pay to members of the house, but not for a direct pecuniary grant to himself alone.

In case of confusion or error concerning the numbers reported, unless the same can be otherwise corrected, the house proceeds to a second division.

When a doubt exists as to the right of a member to vote, he should be heard in explanation and then withdraw before the usual motion is made, "That the vote of ——— be disallowed" (i).

While the house is dividing members can speak, sitting and covered, to a point of order, arising out of or during the division.

17. QUESTIONS PUT TO MEMBERS (j).

A question put to ministers or members may not contain imputations, epithets, ironical expressions and hypothetical cases; nor may a question refer to debates, or answers to questions in the same session. A question cannot be placed upon the notice paper which publishes the names of persons, or statements not strictly necessary to render the question intelligible, or containing charges which the member, who asks the question, is not prepared to substantiate. Nor can the solution of an abstract legal case be sought by a question. A question cannot be made a pretext for a debate, and when a question has been fully answered it cannot be renewed.

(i) See Bourinot, p. 457.

(j) See Bourinot, pp. 381-385.

18. COMMITTEES OF THE WHOLE (*k*).

A committee of the whole house is appointed by a resolution, "That this house will," either immediately, or on a future day, "resolve itself into a committee of the whole house."

In forming a committee of the whole house, the speaker, before leaving the chair shall appoint a chairman to preside, who shall maintain order in the committee; and the rules of the house shall be observed in committee of the whole house, so far as may be applicable, except the rule limiting the number of times of speaking.

When the order for committee has been read, the speaker says, Mr. A. moves "That the house do now resolve itself into a committee of the whole to consider (here state subject-matter)." An amendment may be moved against the principle of the proposed resolution or question (see *above*, p. 53), or the motion for committee may be negatived. If the motion is agreed to, the speaker calls a member to the chair—in the commons, the chairman of committees, if he is in the house.

A committee may consider such matters only as have been referred to them by the house.

In committee, members may speak more than once to the same question.

A motion made in committee is not seconded.

(*k*) See Bourinot, c. 15, pp. 475-490.

The same order in debate is to be observed, as in the house itself.

Every question in committee is decided by a majority of voices.

In case of an equality of voices, the chairman gives a casting voice.

In case of a division being called for, the members rise and the assistant clerk counts and declares the number on each side, and the chairman decides the question in the affirmative or negative, just as the speaker does in the house itself. No names are recorded in committee.

Questions of order arising in committee of the whole house shall be decided by the chairman, subject to an appeal to the house; but disorder in a committee can only be censured by the house, on receiving a report thereof.

If any sudden disorder should arise in committee, Mr. Speaker resumes the chair, without question put.

When the matters referred to a committee have been considered, the chairman is directed to report the same to the house.

Until such report is made, no reference may be made thereto, nor to the proceedings of the committee.

Resolutions reported from a committee are read a first and second time, when amendments may be moved.

Such amendments, like all other amendments, must be relevant to the subject-matter of the resolution or resolutions.

The resolutions are then agreed to or disagreed to by the house, or agreed to with amendments, or recommitted, or the further consideration thereof postponed.

When a committee of the whole house, except the committees of supply and ways and means, has partly considered a matter and has reported progress, the speaker, when the order for the committee is again read, leaves the chair forthwith without putting any question, and the house thereupon resolves itself again into such committee.

19. DILATORY MOTIONS IN COMMITTEE OF THE WHOLE (1).

If it is proposed to defer the discussion of a bill or resolution in committee of the whole, the motion may be made: "That the chairman do report progress and ask leave to sit again;" and if this motion (which is equivalent to a motion for the adjournment of the debate) be agreed to, the committee rises at once, and the chairman reports accordingly. The speaker will then say: "When shall the committee have leave to sit again?" A time will then be appointed for the future sitting of the committee. But if a member wishes to supersede a question entirely, he will move: "That the chairman do now leave the chair." Such a motion is always in order and takes precedence of any other motion in the committee. If this motion (which is

(1) See Bourinot, pp. 485-487.



equivalent in its effect to a motion for the adjournment of the house) be resolved in the affirmative the chairman will at once leave the chair, and no report being made to the house, the bill or question disappears from the order paper. Two motions to report progress cannot immediately follow each other on the same question; but some intermediate proceeding must be had. Consequently, if a motion to report progress be negatived a member may move that "the chairman do leave the chair," or *vice versa*. In the case of a chairman making no report, and of a question having been in this way superseded, the original order of reference still remains, though the superseded question may not appear on the order paper, and it is competent for the house to resolve itself again, whenever it may think proper, after notice, into committee on the same subject.

20. MONEY VOTES—COMMITTEE OF SUPPLY (*m*).

The sole function of the committee of supply is to grant, reduce, or refuse the supplies set forth in the estimates.

The rules that obtain in other committees prevail also in this. Each resolution will be formally proposed from the chair, and amendments may be made thereto.

Each resolution must be proposed and discussed as a distinct question, and when it has been formally carried, no reference can again be made thereto. Neither is it regular to discuss any resolution before it has

(*m*) See Bourinet, c. 17, p. 530 *et seq.*

been formally proposed from the chair. Each vote or resolution is necessarily a question in itself to be proposed, amended and put as any motion or bill in the house.

It is irregular to discuss any matters in committee which are not relevant to the resolution under consideration.

By an ancient order declared, 3rd November, 1675, but since modified in practice, when there comes a question between the greater and lesser sum, or the longer or shorter time, the least sum and the longest time ought first to be put to the question (*n*).

Some municipal councils and other assemblies in this country, for some unintelligible reason, reverse this rule by giving precedence to the largest sum. See *Fifth Part II.* sec. 17.

Reports of resolutions from the committees of supply and ways and means, are ordered to be made on a future day, in accordance with the usage which forbids the taking of two or more stages of a money bill during one sitting of the house (*o*).

Resolutions of the committees of supply and ways and means, reported to the house, are read a first and second time, and agreed to; or may be amended, postponed, recommitted, or disagreed to.

(*n*) See May's Parliamentary Practice, 8th edition, p. 619. The practice is obsolete in the Canadian commons.

(*o*) See Bourinot, pp. 558, 559.

21. STANDING AND SPECIAL COMMITTEES (*p*).

At the beginning of a session certain standing or sessional committees are struck by a small committee appointed on motion of the leader of the house. The report of this committee must be adopted by the house, and then the standing committees are regularly organized in the way hereinafter set forth.

Special or select committees are also appointed in the course of a session on motion made after notice, for the purpose of considering particular subjects.

A member intending to move for the appointment of a select committee, must endeavour to ascertain previously, whether each member proposed to be named by him on such committee, will give his attendance thereupon.

A member who moves for a select committee is generally appointed the chairman thereof, but this is a matter entirely within the discretion of the committee itself. Rules of many municipal councils and other assemblies make such appointment imperative.

A committee is bound by, and is not at liberty to depart from the order of reference.

If it be found necessary to extend the inquiry, authority must be obtained from the house in the shape of a special instruction.

An instruction to a committee directs the order and course of the proceedings thereof, or extends or restricts the order of reference in such terms, whether mandatory

(*p*) See Bourinot, c. 16, pp. 491-525.

or otherwise, as may be prescribed according to the discretion of the house. Notice of the instruction must be given.

A majority of the members of a committee compose a quorum, but it is now usual, on the appointment of standing or special committees, to fix it at a certain number immediately.

Committees are governed for the most part in their proceedings by the same rules which prevail in the house, and which continue in full operation in every select committee. Every question is determined in a committee in the same manner as in the house to which it belongs. In case a difference of opinion arises as to the choice of a chairman, the procedure of the house with respect to the election of a speaker should be followed. That is to say, according to correct practice the clerk puts the question and directs the division in the same way as is done on that occasion by the clerk of the house. The name of the member first proposed will be first submitted to the committee, and if the question is decided in the affirmative, then he takes the chair accordingly, but if he is in a minority in the division, then the clerk puts the question on the other motion.

The committee having met, and a quorum being present, the members will proceed to elect a chairman. If there is no quorum present this proceeding must be deferred until the requisite number are in attendance; or the organization of the committee may be

delayed until another day. It is the duty of the chairman to preserve order and enforce the rules.

The names of the members present each day at the sitting of any committee are to be entered on the minutes of the proceedings of the committee and reported to the house on the report of such committee.

If at any time during the sitting of a committee, the quorum of members fixed by the house be not present, the clerk of the committee is to call the attention of the chairman to the fact, who is thereupon to suspend the proceedings of the committee until a quorum be present, or to adjourn the committee to some future day.

The same rules obtain with respect to divisions in committees as in the house itself.

In the event of a division taking place in any committee, the question proposed, the name of the proposer, and the respective votes thereupon of each member present, are to be entered on the minutes of the proceedings of the committee and reported to the house on the report of such committee.

The chairman of a committee can only vote when there is an equality of voices.

A committee may adjourn from time to time; and, by leave of the house, from place to place.

A committee, having power to send for persons, papers and records can, without first obtaining leave of the house, report their opinion and observations, together with the minutes of evidence taken before

them, and also make a special report of any matters which they may think fit to bring to the notice of the house.

Subject to the above rule, a committee must obtain the leave of the house to report their opinion or observations from time to time, or to report the minutes of evidence, or proceedings from time to time.

Committees should be regularly adjourned from day to day, though in the case of select committees particularly, the chairman is frequently allowed to arrange the day and hour of sitting, but this can only be done with the consent of all the members of the committee.

Committees are not permitted to sit and transact business during the session of the house. If a committee finds it absolutely necessary to meet on an important and urgent matter of enquiry, it must obtain authority from the house.

If a committee neglect to attend to its duties, the house can intervene and order it to meet and report (q).

When a committee is examining witnesses, it admits or excludes strangers at its pleasure; but always excludes them when deliberating.

The report submitted to the house is that of the majority of the committee. No signatures should be affixed to a report for the purpose of showing any division of opinion in the committee; nor can it be accompanied by any counter statement or protest from

(q) See Bourinot, pp. 743, 744.

the minority, as such a report is as unknown to Canadian as to English practice (*r*).

A minority report may appear in the appendix to the report of the committee; but such a paper of course can only be added in this way with the consent of the committee as a part of their proceedings.

A sub-committee cannot report directly to the house, but only to the committee from which it obtains its authority, and it is for the latter to order as it may think proper with respect to the report of this sub-committee (*s*).

Reports containing certain opinions, recommendations or resolutions are concurred in on motion.

When the report contains a series of resolutions or recommendations, each is formally and separately concurred in, or otherwise disposed of as the house may deem expedient.

But when the report does not contain any resolution or other propositions for the consideration of the house it does not appear that any further proceedings with reference to it, as a report, are necessary.

Every report must be regularly signed by the chairman.

The report of a committee is brought up by the chairman; it lies upon the table and is dealt with as the house may direct.

(*r*) See Bourinot, pp. 512, 513.

(*s*) See Bourinot, p. 513.

A report may be referred back to a committee for further consideration or with instructions to amend the same in any respect. In this way a committee may regularly reconsider and even reverse a decision it had previously arrived at.

No notice may be taken of the proceedings in a committee of the whole house, or of a select or standing committee, on a bill or other matter until the committee have made a report thereon to the house.

22. PETITIONS (*t*).

Petitions to the house shall be presented by a member in his place, who shall be answerable that they do not contain impertinent or improper matter.

Petitions may be written or printed in English or French. They must be free from erasures or interlineations, and the signatures must be written, not printed, pasted upon, or otherwise transferred. They must not have appendices attached thereto, whether in the shape of letters, affidavits, certificates, statistical statements, or documents of any character.

The house will refuse to receive a memorial containing no prayer. Every petition should have the signatures of "at least three petitioners on the sheet containing the prayer." But this rule is never interpreted as precluding a single petitioner from approaching the house, it simply refers to petitions signed by a number of individuals.

(*t*) See Bourinot, c. 8, pp. 314-328.

All petitions should be respectfully and temperately worded. The house will refuse to receive them if they contain any reflections on the queen or her representative in Canada, or on the action of parliament, or on any of its committees, or on the courts of justice, or affect "the legal and social positions of individuals." A document distinctly headed as a "remonstrance," even though it conclude with a prayer, cannot be received. Neither can any paper in the shape of a declaration be presented as a petition. Any forgery or fraud in the preparation of petitions will be considered a serious breach of privilege and severely punished.

A petition forwarded by telegraph cannot be received, inasmuch as "it has no real signatures attached to it." When a petition has contained a number of signatures in the same handwriting, these signatures have not been counted. Petitions of corporations aggregate must be under their common seal; and if the chairman of a public meeting sign a petition in behalf of those so assembled, it is only received "as the petition of the individual, and is so entered in the minutes, because the signature of one party for others cannot be recognized."

If it shall be found on enquiry that the house has inadvertently received a petition which contains unbecoming and unparliamentary language, the order for its reception will be read and discharged (*u*).

(*u*) See Bourinot, p. 326.

In case of urgency, a petition may be immediately considered, but the grievance must be such as to require a speedy and urgent remedy. Petitions affecting the privileges of the house will at once be taken into consideration in accordance with parliamentary usage in all cases of privilege.

23. PUBLIC BILLS (*v*).

Every bill shall be introduced upon motion for leave, specifying the title of the bill; or upon motion to appoint a committee to prepare and bring it in.

A member moves: "That Mr. A. have leave to introduce a bill to"—(give title at length). On this motion being seconded and read by the chair, it is debatable and amendable (see Bourinot, p. 590), but after it is agreed to, the next question: "When shall the bill be read a first time," must be agreed to without amendment or debate, though the house may divide thereon and refuse the reading of the measure.

No bill may be introduced either in blank or in an imperfect shape.

If a member has broken the rule, the speaker calls attention to the fact, and if, by some inadvertence, leave has been given to introduce the bill, the order must be rescinded.

All measures involving a charge upon the people, or any class thereof, should be first considered in a committee of the whole.

(*v*) See Bourinot, c. 18, pp. 582-662. Only public bills, or in other words, bills relating to matters of public or general interest are here considered. Special rules govern the consideration of private bills, or bills relating to the interests of private individuals or corporations. See Bourinot, cc. 19-21, inclusive, for private bills.

When a bill has been read the first time, an order is made forthwith, that the bill be read a second time on a future day, or immediately, if the bill be passed with unusual expedition.

Every public bill shall be read twice in the house before committal or amendment.

On the order of the day being read for the second reading of a bill, a motion is made, and a question put: "That the bill be now read a second time."

The second reading of a bill is that stage when it is proper to enter into a discussion and propose a motion relative to the principle of the measure.

Amendments to bills also, like amendments to the orders of the day, "must strictly relate to the bill which the house, by its order, has resolved upon considering."

The question, "That the bill be now read a second time," may be superseded by an amendment which leaves out all the words of the question after the first word "that," and which substitutes for those words a resolution stating the object and motive on which opposition to the bill is based.

Amendments may be moved to that question by leaving out "now," and by adding at the end of the question, "three months," "six months," or any other time.

A bill, having been read a second time, is ordered to be committed to a committee of the whole house, or to a standing, or to a select committee.

When the bill has been read a second time, the speaker puts the question: "When shall the house resolve itself into a committee of the whole on the said bill?" The house, on motion or call of a member of the government, if it is a government measure, or of the member in charge, generally speaking, will fix the day, and when the order is duly reached and read by the clerk, the speaker will put the question: "Mr. A. moves that the house do now resolve itself into committee of the whole to consider the said bill" (or give title in full). This motion is debatable and amendable within limits of rule given above, p. 53. It may also be deferred for three or six months, as in the case of a second reading; if the house agree to commit the bill, the speaker calls a member to the chair.

In proceedings in committee of the whole house upon bills, the preamble shall be first postponed, and then every clause considered by the committee in its proper order; the preamble and title to be last considered.

It is usual for the chairman to read each clause, and put the question formally thereon: "Shall the clause stand part of the bill?" It is then debatable or amendable, line by line, or word by word. If it is amended, then the question is again put: "That the clause, as amended, stand part of the bill." When one line has been amended and disposed of, it is not regular to go back and amend it further. A question once passed or negatived in the committee cannot be reconsidered except by an instruction from the house at a subsequent stage after report.

It is not unusual, however, in the Canadian commons, by unanimous consent, to reconsider clauses after a bill has passed through committee, as a matter of convenience or necessity, though such a proceeding is not strictly in order, as the rule shows.

Amendments to clauses of a bill may be made provided the same be relevant to the subject-matter of the bill, or pursuant to an instruction.

The house, by instructions, can empower a committee to make amendments to a bill not otherwise within the capacity of the committee.

Notice of the terms of an instruction must be given.

A clause may be postponed, unless upon an amendment thereto a question has been fully put from the chair.

Postponed clauses are considered after the remaining clauses of the bill, and before new clauses are brought up.

If a clause be disagreed to, a new clause in lieu thereof may be brought up after the remaining clauses of the bill have been disposed of.

When every clause and schedule has been agreed to, and any new clauses or schedules have been added to the bill, the preamble is considered, and a question is put, "That this be the preamble of the bill."

When all the clauses of a bill have not been considered, the chairman is directed to report progress, and ask leave to sit again.

When a bill has been fully considered, the chairman is directed either to report the bill without amendment to the house, or to report the bill with amendments.

The chairman in pursuance of the directions of the committee, reports the bill forthwith to the house; and when amendments have been made, a day is appointed for the consideration of the bill as amended by the committee.

A bill, after consideration as amended, is read the third time forthwith; or is ordered to be read a third time on a future day.

Bills of an urgent nature are passed, with unusual expedition, through several or all of their stages on the same day.

The stages of bills imposing taxation, or appropriating the supplies for the year, are, by usage, not taken in succession, but are set down for a future day.

While a bill is in progress, no alteration whatever can be made in its provisions, except by the authority of the house. If it should be found that a bill has been materially altered since its introduction it would have to be withdrawn and a new bill embodying the alterations formally introduced (*v*).

When a bill is read in the house, the clerk shall certify upon it the readings and the time thereof. After it has passed, he shall certify the same, with the date, at the foot of the bill.

24. CONFERENCES BETWEEN TWO HOUSES.

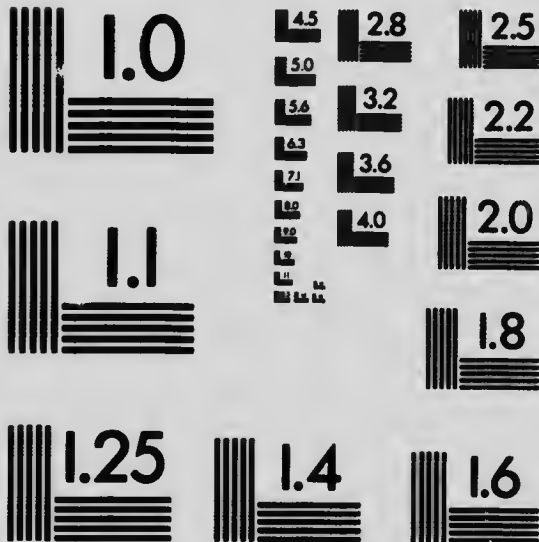
The commons may communicate matters to the senate, or have matters communicated to them at a conference.

(*v*) See Bourinot, p. 638.



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In desiring a conference the subject-matter thereof is to be stated.

A conference is desired by message.

When the commons shall request a conference with the senate, the reasons to be given by the house at the same shall be prepared and agreed to by the house before a message shall be sent therewith.

No conference is to be desired concerning any bill, or other matter depending in the other house. A conference is required by that house which, at the time of the conference demanded, shall be possessed of the bill or other matter.

Conferences, so frequent in old times of conflict before responsible government, between the assemblies and the legislative councils of the provinces, have become practically obsolete, through a better understanding of the constitutional relations between the two houses, and more simple methods of procedure in case of disagreement on a bill or other matter. Reasons of disagreement are communicated to the house from whom an amendment has come. It must either withdraw the amendment or send back a message insisting on the same for reasons. These latter reasons are again considered by the house first disagreeing, and a determination arrived at. If no agreement can be reached by various messages in this way, it is practically useless to ask for a conference. Still the rules and usages that regulate such conferences are in existence, and may be used to meet some contingencies. See Bourinot, pp. 463-466, for conferences. For reasons, pp. 466, 628.

26. JOINT COMMITTEES OF THE TWO HOUSES (z).

A committee of one house is occasionally appointed to join with a committee of the other house, and is called a "joint committee."

When such committee is desired by the commons, they appoint a committee of a certain number of members to join with a committee of the senate. A message is sent to the senate acquainting them therewith, and requesting the senate "to appoint an equal number of senators to be joined with the members of this house."

(z) See Bourinot, pp. 466, 467.

SECOND PART

RULES OF ORDER AND
PROCEDURE

FOR

PUBLIC MEETINGS—POLITICAL CONVENTIONS—
SOCIETIES—LABOUR ORGANIZATIONS

PUBLIC MEETINGS — POLITICAL CONVENTIONS—SOCIETIES—LABOUR ORGANIZATIONS.

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1. GENERAL OBSERVATIONS ON PUBLIC MEETINGS.

1. **Right of assembling in public.** — The statute books of some of the provinces of Canada contain a

law (a), the preamble of which declares in emphatic language that it "is the undoubted right of her majesty's subjects to meet together in a peaceable and orderly manner, not only when required to do so in compliance with the express direction of law, but at such other times as they may deem it expedient so to meet for the consideration and discussion of matters of public interest, or for making known to their gracious sovereign or her representative in this province, or to both or either of the houses of the imperial or dominion parliaments, or to the provincial legislature, their views respecting the same, whether such be in approbation or condemnation of the conduct of public affairs."

A high authority says with much force that "the right of assembling is nothing more than a result of the view taken by the courts as to individual liberty of person and individual liberty of speech." The English constitution does not give a specific right of public meeting to the people at large, and any number of persons who block up a sidewalk or highway, or occupy a common, so as to interfere with the ordinary rights of citizens under the common law, subject themselves to the charge of creating a nuisance or committing a trespass (b). It is, however, well understood that as long as a number of persons assemble

(a) R. S. O. c. 187; R. S. Q. Arts. 2946-2961; see *below*, p. 88.

(b) Some of the provinces have statutes against obstruction of highways or sidewalks. See R. S. N. S. App. A. c. 162.

for a lawful purpose, and do not infringe or break any law, they should not be interfered with by other persons who do not approve of the object of the meeting. Any interference or breach of the peace on the part of those who disapprove of and assemble to break up a meeting peaceably and properly held, will be considered not so much "an invasion of the public right," but rather "an attack upon the individual rights of A. and B., and must generally resolve itself into a number of assaults upon definite persons, members of the meeting." The courts will, in such a case, recognize the personal rights that each individual has, under the law, to be protected from assault or injury on the part of those who differ from him on some question which he is attempting to discuss and promote by perfectly lawful means (c).

2. Unlawful assembling.—On the other hand, "the mode in which a meeting is held may threaten a breach of the peace, and therefore inspire peaceable citizens with reasonable fear; and in that case the meeting may be unlawful." The criminal law of Canada attempts to define (d) in the following specific terms what constitutes "an unlawful assembly."

(c) See Dicey, "The Law of the Constitution," 3rd ed., c. 7, and App. IV.

(d) Criminal Code, Statutes of Canada, 1892, ss. 79, 81. See on this point Dicey's admirable exposition of an interesting subject in App. 4. Also N. B. C. S. c. 147, "Of offences against the public peace."

"An unlawful assembly is an assembly of three or more persons who, with intent to carry out any common purpose, assemble in such manner, or so conduct themselves, when assembled, as to cause persons in the neighbourhood of such assemblies to fear, on reasonable grounds, that the persons so assembled will disturb the peace tumultuously, or will, by such assembly, needlessly and without any reasonable occasion provoke other persons to disturb the peace tumultuously.

"Persons lawfully assembled may become an unlawful assembly if they conduct themselves with a common purpose in such a manner as would have made their assembling unlawful if they had assembled in that manner for that purpose.

"Every member of an unlawful assembly is guilty of an indictable offence and liable to one year's imprisonment."

3. Ontario and Quebec statutes on public meetings.

—Without dwelling¹ on legal questions of public meetings, which can be only decided by the courts, in each case as it presents itself, I may again recur to the statutes of Quebec and Ontario which have been passed to give protection to public meetings duly called under their provisions (e). The notice or summons for a public meeting called by a sheriff, a mayor, or other chief municipal officer, or by two or more magistrates resident in the district, on the requisition of twelve or more freeholders, citizens, or burgesses, must contain the information that the meeting and all persons in attendance are under the protection of the statute. The notice must be issued at least three days before the proposed meeting, and shall set forth the names of the requisitionists in whole or part, besides the statu-

(e) R. S. O. c. 187; R. S. Q. Arts. 2946-2961. These two Acts were originally passed by the legislature of the old province of Canada. See C. S. O. c. 82.

tory authority under which it is issued. It is also provided to meet other cases that should information be laid before any justice of the peace that a great number of persons will be present at a public meeting, two justices of the peace, resident in the district, may give due public notice of such meeting and declare the same to be under the protection of the statute (see *below*, pp. 89, 90, for public notices issued by the sheriff or justices according to the statute).

The authorities who call such a meeting shall continue at or near the place appointed for holding the same until it has dispersed, and are bound to afford such assistance as may be necessary for the preservation of the peace. Every person required by law, or chosen in the usual manner to preside over the meeting, shall at the commencement of the proceedings read the requisition, or the declaration setting forth the fact that the meeting is under the protection of the statute. The chairman has full authority to keep order, and may remove all disorderly persons who disturb the meeting and have them punished by due process of law.

4. Notices of public meetings issued in accordance with R. S. O. c. 187.

SCHEDULE A.—(SECTION 5.)

“To the inhabitants of the county of A., (or as the case may be), and all others her majesty’s subjects whom it doth or may in anywise concern:—

RULES OF ORDER.

"Whereas I, A. B., sheriff of, etc., or we, C. D. and E. F., two (or whatever the number may be) of her majesty's justices of the peace for the county (or district) of A., resident within the said county (or district) having received a requisition, signed by I., J., K., L., etc., etc. (inserting the names of at least twelve of the requisitionists and as many more as conveniently may be, and mentioning the number of others; thus and fifty-six (or as the case may be) others, who (or twelve of whom) are freeholders of the said county (or district) (or citizens of the said city) having a right to vote for members to serve in the legislative assembly in respect of the property held by them within the said county (or district or city, etc., as the case may be) requesting me (or us) to call a public meeting (here recite the requisition): And whereas I (or we) have determined to comply with the said requisition;

"Now, therefore, I (or we) do hereby appoint the said meeting to be held at (here state the place) on _____, the _____ day of _____ next (or instant), at _____ of the clock in the _____ noon, of which all persons are hereby required to take notice. And whereas the said meeting has been so called by me (or us) in conformity with the provisions of R. S. O. c. 187, entitled 'An Act respecting Public Meetings,' the said meeting, and all persons who attend the same, will therefore be within the protection of the said Act, of all which premises all manner of persons are hereby, in her majesty's name, most strictly charged and commanded, at their peril, to take especial notice, and to govern themselves accordingly.

"Witness my hand (or our hands) at _____, in the
of _____, this _____ day of _____, 18 ____."

A. B., sheriff.
or C. D., J.P.
E. F., J.P.

R. S. O. 1887, c. 177, Schedule A.

SCHEDULE B.—(Section 3).

“To the inhabitants of the county of A. (or as the case may be), and all others her majesty’s subjects whom it doth or may in anywise concern:—

“Whereas, by information on oath taken before D. E., esquire, one of her majesty’s justices of the peace for the county of C. (or city or district, or as the case may be), within which the meeting hereinafter mentioned is appointed to be held, it appears that a public meeting of the inhabitants (or householders, etc., as the case may be) of the county of G. (or as the case may be), is appointed to be held at _____, in the said county (or as the case may be) on _____, the day of _____ next (or instant), at _____ of the clock in the _____ noon (or at some other hour on the same day), and that there is reason to believe that great numbers of persons will be present at such meeting; and whereas it appears expedient to us C. D. and E. F., two (or whatever the number may be), of her majesty’s justices of the peace having jurisdiction within the said county (or as the case may be), that, with a view to the more orderly holding of the said meeting, and the better preservation of the public peace at the same time, the said meeting and all persons who may attend the same, should be declared within the protection of R. S. O. c. 187, entitled ‘An Act respecting Public Meetings.’

“Now, therefore, in pursuance of the provisions of the said Act, and the authority in us vested by virtue of the same, we, the said justices, do hereby give notice of the holding of the said meeting, and do hereby declare the said public meeting, and all persons who attend the same, to be within the protection of the said Act.

“Of all which premises all manner of persons are hereby, in her majesty’s name, most strictly charged and commanded, at their peril, to take especial notice, and to govern themselves accordingly.

“Witness our hands at _____, in the _____ of this _____ day of _____, 18 _____.”

C. D., J.P.
E. F., J.P., &c.

R. S. O. 1877, c. 177, Schedule B.

5. Ordinary notice of public meeting.

"Robert J. Fleming, Mayor of Toronto.

"To all whom these presents may concern:

"Whereas I, the said mayor, have received the following requisition:

"We, the undersigned electors of the city of Toronto, hereby request your worship to convene a public meeting, to be held in St. Paul's hall, Yonge street, at 8 o'clock p.m. on Tuesday, the 19th day of September, 1893, for the purpose of considering the objects and propositions of the 'Toronto Aqueduct Company,' more particularly in relation to the construction of a ship canal and power aqueduct between Georgian Bay and Lake Ontario, with its afflux at Toronto." (Here follow twenty-five signatures.)

"These are therefore to make known that in compliance with the above requisition, I do hereby convene a public meeting to be held in

ST. PAUL'S HALL, YONGE STREET,

ON TUESDAY, 19TH INST., AT 8 O'CLOCK, P.M.

"In witness whereof I have caused this proclamation to be made public at Toronto, this 15th day of September, A.D. 1893.

[Signed]

ROBERT J. FLEMING,
Mayor of the City of Toronto.

Mayor's office, Toronto, Sept. 15th, 1893.

2. THE PROCEDURE AT A PUBLIC MEETING.

As soon as a number of persons duly assemble at a certain place and at a fixed time in accordance with a requisition under the statute just mentioned, or in conformity with public advertisement for the purpose of discussing a matter of public import, it is the duty of any person, when so required by law, to take the chair; but in the numerous cases of ordinary

or primary public assemblages—for the discussion of municipal, political or other matters—it is incumbent on some one responsible for calling the meeting, or otherwise directly interested in its purpose, to call it to order, and to move himself "That Mr. A. or B. do take the chair." This motion should be seconded and formally put to the meeting, like all other motions (see *above*, pp. 43, 44, for form and putting of motions). If another candidate be proposed—a rare occurrence in such primary or ordinary meetings—then the names are proposed in the order of nomination (see *above*, p. 11), the same person continuing to act as temporary chairman until the permanent chairman is elected.

When the meeting has chosen a chairman, he will call the same to order, and call upon it to appoint a secretary to keep a record of the proceedings. A member will move, and another will second the motion, "That Mr. C. do act as secretary of this meeting." When a secretary has been chosen in the same mode as a chairman, he will assume his duties and keep a record of all motions, amendments, divisions and proceedings generally (see *above*, p. 14).

No motions for the previous question, or for an adjournment, or irrelevant to the motions for the election of a chairman or a secretary, should be permitted.

The meeting being now regularly organized by the election of a chairman and secretary, it is able to proceed with the business for which it was called.

It is the duty of the chairman to read the requisition calling the meeting, or the declaration declaring the same to be under the protection of the statute (see *above*, pp. 88, 89). Or, in cases of most ordinary occurrence the chairman should read the notice or advertisement, if any (see *above*, p. 92), or in the absence of such notice inform the assembly in a few words of the object, and call upon such gentlemen, as he knows are especially interested, to address the meeting.

When the meeting is a ward or district, county or other meeting, called to discuss municipal or political questions, it is well that an arrangement should be made between the leaders of both sides—if such are represented—as to the order and length of speeches. Such an arrangement should be embodied in a motion, duly made, seconded, and put by the chairman, whose duty it is to see that it is observed. In all cases of political meetings it is well to limit the length of speeches to an hour or less, according to the time at disposal of the meeting, and the importance of the occasion.

In case the meeting is one for a definite purpose—to express an opinion on a question of the day, or to promote some charitable, benevolent or other public object — the promoters should always be ready with a motion or series of propositions (commonly called “resolutions,” though not really so until adopted) which will enable the assembly to come to a conclusion on the matter discussed.

Each motion, or proposed resolution, should commence with the word "That," and amendments may be made thereto in proper form (see *above*, p. 44 for forms). In case the proposed motion contains separate paragraphs, or propositions, the sense of the meeting can be taken on each, if it is so desired, by a motion duly put by the chair, each paragraph being a distinct question to be amended, debated and voted upon (see *above*, p. 50).

Firmness, courtesy, tact, impartiality and willingness to give every one an opportunity to express himself on the subject under consideration, are the qualities essential to every chairman. If he finds the audience unruly, and the speakers inclined to that invective and personal acrimony which prevent fair deliberation and debate he should at once interpose and make such appeals to the meeting as his judgment will dictate. If his authority is set at naught, and the meeting gets beyond his control, it may be necessary to leave the chair and declare the assembly at an end. This will be the best course open to him in ordinary municipal and other meetings of heated local controversy. At meetings held in accordance with the statutory authority already mentioned, the chairman has large powers, and can have the assistance of the law to maintain order (see *above*, p. 89), but even in such cases, when it is obvious the meeting is under the control of an unruly faction, and order is impossible, it will be better to adjourn the body at once,

than to evoke the interposition of the law, but all these are matters entirely to be governed by the judgment of the chairman in each case as it arises. No positive rules can be laid down to meet every exigency.

The chairman, in the case of ordinary meetings for the purposes of public discussion, should occupy an entirely independent position — like the speaker of a legislature—and should take no active part in the debate. In board, business and society meetings, it is necessary that he should be entrusted with the general conduct of affairs, and the explanations of measures and questions affecting the body, but, as it is well observed by a judicious writer (*f*), “in the case of a large assembly, called for public purposes, this arrangement is wholly inapplicable, as the antagonistic responsibilities that attach to the leader of the debate and the chairman who controls the debaters cannot, even under the most favourable circumstances, be united without risk.” “And,” continues the same writer, “as it is of paramount importance to maintain, with the utmost strictness, the absolute impartiality of the chair, the limitation of the chairman to a single vote, given only when an equality of votes occurs, is the most expedient course.”

When a subject has, in the opinion of the chair, been fully discussed, and the sense of the meeting is obviously in favour of coming to a vote, he will ask, “Is the meeting ready for a vote?” If there is no

(*f*) Palgrave, p. 9.

doubt on this point, he may, in the case of public meetings of a general character, ask for the voices as already explained (see *above*, p. 58, for mode of putting questions in parliament). But, as a rule it is best for him to ask for a show of hands; and for the secretary to count them, and announce them when completed on both sides. If there should be an equality of votes, then the chairman should vote, and if necessary explain the reason of his vote (see *above*, p. 60). The secretary should always vote, by holding up his hand, on completing the vote on the side which he supports. Sometimes, in important cases, tellers are appointed to count the show of hands. The chairman will say, "Those in favour of the motion will hold up their hands." Each member will then hold up his right hand. The secretary or tellers will count them. Then the chairman will say, "Those against the motion will hold up their hands," and the hands will be counted as before. The secretary or tellers, having added their own votes, will announce the result of the vote on each side; and the chairman will declare the motion carried or negatived. In case a member holds up his hand by mistake, he should so declare, and have the error rectified before the chair declares the final decision on the question; otherwise the vote cannot be changed. If a number of persons give their voices for the yeas or nays, they should so vote. If they vote otherwise, even in a show of hands, and it is so shown to the chair before the decision on the total

vote is announced, their hands must be counted with the side on which they had previously declared themselves by their voices (*g*).

Sometimes a vote will be taken in assemblies where everybody is seated by calling upon members to rise in their places, and the secretary or tellers, as in the case of a show of hands, will, by the order of the chair, count the votes on each side. In mass and general meetings, however, a show of hands is the only convenient method of arriving at the sense of the assembly on a question. Names are recorded in legislative, municipal and other permanent and regularly organized bodies only when there are special rules to that effect. A ballot can be taken only, as a rule, in exceptional cases of nominations for offices and legislative seats, when secrecy is considered expedient (see *below*, p. 107). It is not often feasible or necessary in mass or ordinary public meetings.

When the business of a meeting is clearly finished, the chairman should ask, "Is there any other matter before the meeting?" If there is none, then he should formally declare the meeting closed and leave the chair. In all important meetings, however, the business is practically closed by some one formally moving a vote of thanks to the chairman for his impartial and able conduct as presiding officer. Some one, for this purpose, is called temporarily into the chair, and when the motion is duly made and approved by the meeting, the chair-

(*g*) See on this point, Palgrave, p. 56.

man may express his thanks, and then resuming the chair declare the business at an end, as just explained.

3. POLITICAL CONVENTIONS.

The organization and meeting of conventions, summoned to nominate certain persons for public offices to be elected by the people, or for representatives in the state legislatures, or in the national house of representatives, or for nominating presidential or vice-presidential candidates, have reached a completeness in the United States that no country in the world can in the least degree approach. This system of conventions necessarily arises from the fact that democracy is the form of government, and that it has necessarily required, for its perfect action, a complete machinery which will give the fullest possible expression to the voters in every ward, town, city, county, state, and in the republic at large (*h*).

In Canada the same complex machinery has not yet been established either in municipal or political affairs. A considerable development has, however, of late years taken place in the organization and operations of the political caucus and convention to nominate candidates for seats in the provincial or dominion legislatures, and to advance the objects of the respective parties. Under these circumstances, the procedure that should govern a convention of delegates, called for

(*h*) See Professor Bryce's "American Commonwealth," 2nd ed. of 1889, vol. II., pp. 80-89, and note in the app. to that excellent work.

such a purpose, seems necessary in a work of this character, which it is wished to make as comprehensive as possible. The rules laid down, however, will be understood to apply, generally speaking, to any large convention, or assembly, or conference for other special objects, not necessarily political.

As a rule, when it is necessary to nominate candidates for the provincial legislature, or the dominion parliament, and to express opinions on the questions of the day, delegates are elected in every district to a convention, called for a certain time and place by the party association of the city, county or other district. The number of delegates to the convention from each voting precinct or division in a city or county is fixed generally by the central association and they are elected by a meeting in each such precinct or division duly called for that purpose. Each delegate should have his certificate of election duly signed by the chairman or secretary (or by both) of the meeting that has elected him. It is also advisable that the "alternates" or "substitutes" chosen by the several district or primary meetings, to act in the absence of the delegate, should be prepared with their certificates in the proper form. It is always advisable that such substitutes be appointed to prevent a delegation from being incomplete at a convention; and the district consequently not adequately represented.

When the convention meets, generally at the call of the central party committee or association, the first duty is the appointment of a chairman.

The chairman of the committee in question will, as a rule, with the permission of the meeting, call it to order and preside temporarily. A gentleman may also be asked to act as temporary secretary, generally the secretary of the committee in question.

The chairman of the committee or association is himself often chosen as the permanent chairman of the convention on a motion duly made, seconded and put to the meeting by the chair (for form of motion see *above*, p. 39). It is preferable that the convention should always have the choice of electing its own chairman. In case of opposition to a candidate for the chair, a motion should be proposed in due form, and the vote is taken on each in order of nomination; that is, if the first name is rejected, then the second is submitted to the decision of the meeting (see *above*, p. 39).

The vote can be taken in this case, first by the voices (see *above*, p. 58), and then if the chair cannot decide, by a show of hands (see *above*, p. 98).

When the permanent chairman is chosen, he calls upon the meeting to appoint a permanent secretary—generally the acting officer. In case, however, of opposition, the procedure in the case of the chairman should be followed. If necessary, an assistant secretary can be appointed when there is a good deal of business to be transacted besides nominating candidates for parliament.

When the convention has been thus properly organized, and the meeting is likely to be of some duration, it is well that it should be agreed, by resolutions formally adopted (for form of such, see *above*, p. 42), that all speakers be limited to a certain time, and that the rules of debate in parliament be followed as far as practicable in such a body. This rule would prevent fruitless discussion and limit all members to one speech of a certain length on each motion or question (see *above*, p. 18).

If the chairman of the association is chosen chairman of the meeting, he may then call attention to the object for which they were called (see *below*, p. 103), and to the necessity of first examining the credentials of the various delegations. That is to say, before proceeding to deliberate action on the business before it, it must be known if the meeting is properly and fully constituted. Sometimes it is considered sufficient if each delegate or substitute presents his certificate to the secretary, and has it duly recorded. But the better practice is to follow that in vogue in the United States and appoint a small committee to examine and report on the credentials (*i*). Such a committee in the United States is generally appointed by the chairman in accordance with congressional usage, which gives the speaker that important power. In Canada, however, the parliamentary law requires that a member of the

(*i*) See procedure in a labour organization, *below*, p. 125.

convention should move, and another should second, a motion in some such form as this:

"That Messrs. [name the members, generally three or five] be appointed a select committee to examine and report as soon as possible on the credentials of delegates to this convention."

This motion, when proposed, is debatable, and open to amendment by the substitution of other names. But when a name has been once agreed to and inserted, it cannot be struck out by the insertion or substitution of another (see *above*, p. 48). It is, however, competent to make any addition to the number of the committee on a motion duly proposed and put (see *above*, p. 48).

When the committee has been chosen, it should at once proceed to discharge its duty of examining the credentials of delegates and substitutes, and enquiring into the merits of disputed claims—not an unusual occurrence in important conventions. It is not unusual for the permanent chairman of such conventions as we are considering, like a president of a literary, scientific or business society, to take the opportunity, while the committee is occupied, to deal with those public questions which interest the meeting. If, however, he should prefer to address the meeting immediately on his taking the chair, then, on the appointment of the committee he can adjourn the meeting, for a certain time, or at the call of the chair—that is to say, until the committee has notified the chairman that it is ready to report. Then the chairman calls the meeting again to order, and the committee through its chairman—generally the mover of the motion for its appointment

—brings up the report which is at once considered, and adopted in its entirety or amended in any particulars. In case of difference of opinion, and consequent division on any contested case or other part of the report, only members whose right to their seats is undisputed can vote. As a rule the meetings, like legislative bodies, will accept the report of the committee to which it has made a special reference of matters of detail and investigation (for consideration of report of a committee see *above*, p. 71).

After the committee's report has been properly disposed of, and the meeting has been fully constituted, the chairman will call upon the members to proceed to the nomination of candidates for the constituency.

It would be advisable to follow the practice of some municipal councils in cases of the election of wardens and other officers (see *Fifth Part* of this work, I. sec. 8), and have a rule that nominations be made within an hour, or less time.

When the nomination of candidates has been formally begun, a member will rise and propose a name with such remarks as he thinks necessary in advocacy of his nominee. A seconder will follow and support the nomination. The motion should be duly proposed by the chairman who will, at the same time, ask if there are other names to be submitted. If there are no other candidates he will at once take the sense of the assembly upon the motion by asking for the voices (see *above*, p. 58, for form), and if they are given unani-

mously—as will most probably be the fact in such a case — he will declare the candidate the unanimous choice of the convention. It will then be in order for members to congratulate the candidate and for him to express his acceptance, and give his opinions on the questions of the day. In the event of this address it is always competent for the chairman to ask for him an extension of time should he exceed it.

If there are other candidates, then each is formally proposed, as in the first case, the chairman proposing each motion regularly, and asking for further nominations until they are completed.

When all the candidates are nominated it is for members to discuss the merits or claims of each. In this case each member should be confined to the rules of debate—the time limit (when any) and one speech; for though there may be half a dozen or more nominations the only question really before the body is the nomination of a candidate. It is also not unusual for candidates themselves, when present, to say a few words, accepting the nomination in formal terms. It frequently happens then, or before the vote is taken, one or other of the candidates will decline the nomination, either personally or through some friend authorized to speak for him. In such a case the chairman should put the question whether the member who proposed the name should have leave to withdraw the motion—a permission always accorded under the circumstances.

A vote may be taken by a show of hands, a ballot, or even the recording of the yeas and nays. When, under exceptional conditions, the meeting is fully constituted and the secretary has in his possession the roll of delegates duly authorized by the meeting on the report of the committee, it is always possible to adopt the ballot or even record the names with some accuracy. Accordingly the meeting should at an early part of the proceedings when the organization is complete and some rules of procedure are adopted, provide the methods of voting by a formal resolution. The ballot is preferable in cases of nominating for officers or for parliament.

When the meeting is ready for a vote the chairman will proceed to take the yeas and nays, in case that is the method required. He must put the question on the name of the candidate first proposed as in the case of the speakership of the commons (see *above*, p. 39). The secretary, having a list of the delegates before him, will call each name alphabetically, and members will answer yea or nay, and be so recorded. After all of the delegates present are so called, it is advisable to read over the names on each side in order that members may be able to correct any inadvertent mistakes. The total number of yeas and nays will be announced by the secretary, and the chairman will declare the motion carried or negatived. In the latter case, the chair will proceed to the next motion which will be decided in the same manner.

But the taking of the yeas and nays is cumbrous and unsuited to ordinary conventions of this character, and it is expedient, as a rule, to adopt the ballot as more expeditious since the meeting has an opportunity of coming to a decisive vote immediately by one ballot. Two methods of taking the ballot may be used in conventions. The chairman may appoint two tellers, who are also scrutineers, and distribute slips of paper (*k*) furnished and initialled by the secretary, upon which each member of the convention, including the chairman, writes his vote. The votes are then collected, counted by the tellers, and the result reported to the chairman, who announces the result of the vote in some such words as these: "The whole number of votes cast is —; the number necessary for an election is —; Mr. A. received —; Mr. B. —; Mr. C. —. Mr. B., having the required number, is the candidate duly elected by the convention to contest the constituency." Or, in case no candidate has received the required number of votes — generally a majority of all the votes cast—another ballot must be taken, and the balloting must be continued until a decision is reached.

(*k*) It would be well if such slips of paper contained the names of all the nominees of the convention, so that each delegate could affix his cross **X** as at public elections, but such a practice would be hardly feasible, as in small bodies like municipal councils, unless the convention gave time to the clerk to prepare the ballots in this more regular way. A proper box should be also provided.

Where there is only one candidate for an office, and the regulations require the vote to be by ballot, it is a common practice to authorize the secretary to cast the vote of the assembly for such and such a person, but this is not regular, since secrecy is the essence of the ballot; it is better to move a suspension of the rule for the ballot, and ask that a candidate be elected un-animously.

In counting the ballots all blanks are ignored.

Another and more accurate mode of taking a ballot at a convention may be suggested. The clerk or secretary, at the time the ballot is called for, can call the roll of the delegates alphabetically and each delegate or substitute should come to the table, and having been handed a slip of paper, should record his vote, fold the same, and hand it to the clerk who will affix his initials thereon, and placing a check simply against the voter's name, deposit it in a box. In this way each vote may be duly recorded, and when the ballot is concluded, the secretary will open and count the votes in the presence of two scrutineers, appointed by the chairman, who, as in the previous method just described, will announce the result. This method is less expeditious than the other, but it is more reliable and ensures secrecy besides.

The chairman should not take any part in the debates of the convention after his address at the commencement of proceedings, except to fill the necessary functions of chairman; inform the meeting on points

of order, or the ordinary course of proceeding when it is advisable to do so, or at times, instead of ruling motions out of order at once, suggest how the desired object can be accomplished in order to facilitate the business of the meeting. As an eminent authority (1) has said, "the great purpose of all rules and forms is to subserve the will of the assembly, rather than to restrain it; to facilitate and not to obstruct the expression of their deliberate sense."

The chairman, as a member of the body, has the right to vote when the vote is by ballot, but if he neglects to vote before the ballots are counted, he cannot then vote without the permission of the meeting, and it is very doubtful if it should be granted even then. In case he wishes to vote, his ballot should be first given to the secretary. In the majority of cases, however, it is not unusual for the chairman to refrain from voting, even in a ballot. In case the vote is by yeas and nays, the chairman should follow the parliamentary practice and vote only in case of a tie. The secretary should vote, as he may deem expedient, in every case.

When the convention has made a choice in any way, the successful candidate, if present, will thank the meeting formally, and addresses will be in order (as before stated on p. 105).

The convention, I have briefly described, is one for the nomination of candidates, but the rules and usages

(1) Cushing, p. 990.

will apply to any body of larger scope. In case it is intended to adopt a platform or series of resolutions, embodying certain opinions on political and other questions, it is sometimes expedient to appoint a small committee simultaneously with that on credentials to draft such proposed resolutions and report them for the consideration of the meeting. When the report is brought up, it may be considered as a whole or paragraph by paragraph—the more convenient course when there are a series of propositions for debate. Each paragraph is then a question to be adopted, negatived, or amended, according to the sense of the meeting (see *above*, p. 72), for procedure).

It is not absolutely or always necessary, however, that such resolutions should be initiated by a committee in ordinary conventions and assemblies, but only on occasions when it is advisable to consider with great care and deliberation the principles of party action, or the leading details of some measure then agitating the public mind. Each assembly is the best judge of the procedure expedient in its own case. In the majority of cases, motions embodying certain views on public topics may be conveniently brought up by individual members and immediately debated without the intervention of a committee.

When the business of a convention is understood to be concluded, the thanks of the body will be unanimously voted to the presiding officer and secretary for the efficient discharge of their duties. The chair

man, having temporarily vacated the chair while this is being done, with another member presiding, will deliver a short address, thanking the assembly for their kind appreciation of his services, and at the same time make some general remarks on those features of the meeting that require his comment. Having done this, the chairman will declare the convention adjourned *sine die*, and leave the platform.

4. ORGANIZATION AND MEETING OF BENEVOLENT, LITERARY, SCIENTIFIC AND OTHER SOCIETIES.

Prefatory remarks.—I come now to refer briefly to the formation, constitution and regulations of those somewhat numerous societies that exist in Canada for the purposes of common study and investigation or for the promotion of benevolent, charitable, or other objects. When it is proposed to establish such an association, notices should be published in the newspaper press of the locality, and sent to those persons most likely to take part in the project, of the time and place of meeting.

First meeting for organization.—As soon as a sufficient number of persons are assembled, one of the promoters should be moved into the chair, and a secretary appointed for the purposes of the meeting until a permanent organization has been completed (see *above*, p. 93, for procedure as in ordinary meetings).

When the temporary officers are appointed, the chairman should read the notice summoning the meet-

ing, and call upon any one interested in the matter to address them. The secretary should keep the minutes as in all cases of public or other meetings (see *above*, p. 14, for form). For the discussion of this informal meeting, no rules need be laid down, as it may be considered rather in the nature of a committee of the whole, when the object in view can be best promoted by a full and free debate. Good sense and relevancy are the qualities necessary on the part of the speakers; tact and judgment are, as usual, the requisites of the chair. But it is essential that no discussion shall commence, and be allowed to proceed, until a member has proposed, and another has seconded, a motion as a basis of consideration and debate. Such a motion should briefly set forth:

That in the opinion of this meeting, it is desirable to form a society in this city (*or other place*) to encourage studies and investigations in literature and science, *or whatever may be the special object of the proposed association* (see *above*, p. 42, as to the form and putting of motions).

After ample discussion of this motion, it should be put by the chair, and if carried, it should be at once the duty of a member of the meeting to propose another for the formation of a select committee in these terms:

That Messrs. _____ be a committee of _____ members to frame a constitution for a society to encourage studies and investigations in literature and science, and to report thereon at a meeting to be called at _____ o'clock, p.m. (*or* a.m., *as the case may be*), on the _____ day of _____ instant in this hall (*or such other place as may be most convenient*).

As a rule the name of the society may be most conveniently left to the committee. If, however, a special name has been suggested and approved in the course of the debate, it can be formally moved after the general resolution for the formation of a society has been adopted. In that case the motion for the committee will set forth the designation of the proposed association.

Then a committee having been agreed to, the business of the meeting for the time being is at an end, and the chairman will formally adjourn it until the hour and day already fixed.

Subsequent meetings. — The meeting having resumed at the time and place to which it had adjourned, the same presiding officer and secretary will occupy their respective places. Should they be unable to attend, two other members will at once be appointed.

The chairman will call the meeting to order, and ask the secretary to read the minutes of the previous sitting. When the reading is completed it is open to members to make corrections in case of errors; and then the chairman will ask, "Shall the minutes be confirmed (or approved)?" When this motion is agreed to, it is usual, though not necessary, for the chairman to sign the minutes (see above, p. 14, as to minutes generally).

The chairman will then enquire, "Is the committee appointed to report a constitution for the proposed society ready to report?"

If the report is ready, the chairman of the committee will bring it up, and either read it himself or have it read by the secretary—the usual parliamentary course. The report should be that of the majority, be duly signed by the chairman, and no minority report is in order (see *above*, p. 71), should one be submitted.

The report, in all cases, should commence with the order of reference as follows:

"The committee appointed to frame a constitution for a society to encourage studies and investigations in literature and science (or whatever the object may be) respectfully submit the following as a recommendation:

Then should follow the draft of the constitution.

The chairman should formally move "That the report be now considered," and when the meeting has agreed to such a motion the document will be open to debate, amendment and adoption (see *above*, p. 72, as to committee reports). The most convenient course is always to consider such a report in detail—that is to say, paragraph by paragraph, each being a separate motion or question (see *above*, p. 72), to be discussed, amended, accepted or negatived, as the meeting may finally determine.

The report should contain the constitution of the proposed society—that is to say, its fundamental law, setting forth the object, name, character of the mem-

bership, and designation of principal officers, with such other details as may properly be therein embodied.

When the constitution is adopted, then the chairman will call upon the persons present who wish to become members to sign a roll of membership prepared by the secretary, and for this purpose the meeting can be adjourned definitely for a certain time, or at the call of the chair. That is to say, the chairman will either say, "Is it the pleasure of the meeting that it do adjourn for half an hour?" and he will formally put the question for adjournment; or he may simply ask the assembly to resume in half an hour, when he will again take the chair.

On resuming, the acting chairman will take the sense of the meeting—strictly speaking of the members of the new society as they appear on the roll duly signed—whether it should proceed at once to the election of officers. If this is agreed to, a motion should be made for the appointment of each officer designated in the constitution. These officers are generally a president, one or more vice-presidents, a secretary, a treasurer and a council; or otherwise. The question should be put on each motion for the appointment of officers. In case of a difference of opinion on any proposed name, the rules that prevail in parliament in similar cases should be followed (see *above*, p. 11), and the motions for each appointment taken in their due precedence. The sense of the meeting will be taken almost invariably in these preliminary meetings by the voices

or show of hands; and it is rarely that the ballot will be used, and then only by a formal motion to that effect before the meeting proceeds to a nomination of officers.

When the officers are duly appointed, the temporary chairman and secretary should vacate their places, and the new officers elect assume their duties. After thanking the meeting for the honour conferred upon him, the president, or whatever may be his designation, should ask if members have other business to propose.

It is in order then to make a motion for the appointment of a select committee of three or more members—a small number being preferable, as a rule—to draft a code of rules of procedure and order for the society. Frequently the same committee that framed the constitution will be appointed for this purpose. Indeed, it is not unusual to give them authority in the first instance to frame a constitution and regulations, and, in such a case, both will be embodied in the one report and considered at the same time. But it is more convenient, and indeed more regular, to frame a constitution in the first place; in other words, to lay down the governing principles of the new association; and when these have been agreed to, and the society has been formally organized, it is the proper time to adopt the necessary rules of procedure.

When the committee has been appointed in this way, it appears most convenient to adjourn until a later time that sufficient opportunity may be given to the committee to perform their important duties. Be-

fore the adjournment, other business that may be absolutely necessary can be conveniently disposed of, but not such as may evoke controversy. The constitution and rules of procedure should be necessarily determined before the society or association proceeds to discuss the subjects which come under its purview.

Accordingly the meeting will be adjourned on a motion duly made to a later hour or day.

At the meeting for the consideration of the regulations, the permanent officers will occupy their respective places at the fixed time. The chairman will call the meeting to order, if he is of the opinion that there is a majority of the members on the roll—the common law of such bodies requiring a majority of the whole in the absence of express provisions for a less number. When there is a quorum, the minutes will be first read and confirmed as in the previous meeting, and the chairman will then ask if the committee on rules and regulations is ready to report and the reply being in the affirmative, the chairman will bring it up and read it himself, or hand it to the secretary for that purpose.

The report will be in conformity with the rules applicable to all such reports (see *above*, p. 71), and will commence with the words:

"The committee appointed to draft a code of regulations respectfully submit the following as a recommendation to the society."

Then should follow the rules and regulations in a series of numbered paragraphs.

The report, having been taken into consideration, will be read and discussed paragraph by paragraph, as in all similar cases (see *above*, p. 72). It is always advisable for the chairman to have the report in print, when it is practicable, so that every member may be able to discuss it intelligently. Be that as it may, the regulations must be very carefully discussed. When each paragraph has been discussed and disposed of in due order it is not necessary to put a question on the whole report.

At these several meetings for organization, the rules that prevail in committees of the whole may conveniently govern all the debates and proceedings, but when the regulations are under consideration, either in the select committee or in the society itself, it is necessary to consider whether special rules should not be made for limiting the debates of the association.

All societies and associations that are of a permanent character should, at the earliest practicable date, obtain from the proper legislative authority an Act of incorporation (*n*) embodying their constitution and giving them power to hold and sell property and dis-

(*n*) For form of incorporation of a literary and scientific society of a dominion character, see Act incorporating "The Royal Society of Canada," Dom. Stat. of 1883, c. 46. For constitution and regulations of the same, see Transactions, vols. I. and IX. The statute books of the dominion and provincial legislatures contain numerous Acts that form a guide for all classes of associations. But in every case a solicitor should be employed to draft the Act embodying the constitution of the society.

pose of such moneys as may be bequeathed or granted to them. Such Acts of incorporation are initiated as private bills and do not require the notices in the dominion or provincial gazettes and in the local papers that are necessary in other cases of legislation for companies and undertakings formed for pecuniary gain and advantage. It is also usual for the legislature to refund the ordinary fees in the case of all scientific, literary and purely charitable or benevolent associations (o).

The procedure I have here sketched out may apply to all societies whatsoever, and not to one class necessarily.

5. MUTUAL BENEFIT AND PROVIDENT ASSOCIATIONS.

The "Grand Council of the Catholic Mutual Benefit Association of Canada," incorporated by Act of parliament of Canada in 1893, 56 V., c. 90, has a very elaborate constitution and code of by-laws and regulations, and in these respects a model for other benevolent and provident societies.

The general principles of the parliamentary law regulate order and decorum in this association, as in all other assemblies.

An appeal is allowed (without debate) against a decision of the chair, when seconded by two members in good standing, and put in the form, "Shall the decision of the chair stand as the judgment of the council?"

(o) See Bourinot, p. 730.

cil (or branch)?" The chairman may succinctly explain his decision, and necessarily cite authorities. A two-thirds vote of those present can alone reverse the decision of the chair (for parliamentary rule of putting such questions of appeal, see *above*, p. 56).

All motions must be duly seconded and "stated," that is proposed by the chair; and each shall be written at the request of the chair, the secretary, or any two members—a departure from the strict rule of parliament, hardly in the interest of business or order, since it may lead to loose practice. All motions should be written, except those of a purely routine character (see for parliamentary rule, *above*, p. 43).

No member shall speak more than once on a question until all others have had an opportunity of doing so; nor more than twice, nor more than five minutes at any one time without permission of the chair or of the meeting, *i.e.*, of a majority of the meeting.

Another rule gives greater latitude than in parliament, *viz.*:

"8. A member presenting a motion or [proposed] resolution may preface it by a few remarks bearing distinctly thereon; this shall not preclude him from speaking on the question the same as other members, and he may close the debate."

On the call of three members, yeas and nays may be taken and recorded; voting, as a rule, is in the usual way, by voices, by such signs as holding up hands, by yeas and nays, or otherwise, as the meeting may determine; but in the case of election for officers it

must be by ballot (for mode of taking the ballot, see *above*, p. 108). The chairman has always a vote like any other member in the council meeting, but the rules give him no casting voice; on the other hand the president of a branch can vote at the election of officers or on the balloting for candidates, and when the members are equally divided on other questions he has a casting voice. He can, however, vote *on any question* in a branch (see sec. 197 of "Constitution and By-laws"), "when he is one of only seven members." Rule 24, which applies to all meetings, requires every member to vote and serve on committees and accept nominations unless excused by a majority vote or otherwise incapacitated. Direct personal interest would be a disqualification in this sense (see *above*, p. 60).

The following are:

6. "Privileged questions":—When a question is before the meeting no motion shall be received, unless it be:
1. To adjourn (see *below*, R. 28).
 2. To lay on the table (see *below*, R. 29).
 3. The previous question (see *below*, R. 12).
 4. To postpone indefinitely (see *below*, R. 11).
 5. To postpone to a certain time.
 6. To refer.
 7. To recommit.
 8. To amend.

"And these motions shall take precedence in the order enumerated. The first four shall be decided without debate."

For precedence, see *below*, Methodist Conference, r. 10. A "privileged question" means a question which is always in order, and has a certain precedence, as

stated in the rule above (see a definition by the American authority Roberts, *above*, p. 35*n*).

The same rule is subject to the following limitations:

11. When a subject has been indefinitely postponed, it cannot again, during the same session, be taken up and considered; nor can a subject which the meeting has refused to consider be taken up that session.

For meaning of "session," see *above*, p. 8.

By rule 6 *above*, the previous question is privileged, undebatable and has precedence over all other motions therein enumerated, except to adjourn or lay on the table. A later rule provides:

12. "On motion, a majority of the meeting may demand that the previous question shall be put, which shall be always in this form: 'Shall the main question be now put?' and until it is decided all further motions, amendments and debates shall be precluded."

That obviously means the previous question, as practically used in the United States (see *above*, p. 20); it can be proposed and put on amendments, but when it is once proposed no further motions are allowable. But it is clearly subject to rule 6 *above*, which gives precedence, 1st, to adjourn (undebatable); and 2nd, to lay on the table (undebatable) which are privileged and consequently always in order. It must be also subject to the ordinary parliamentary rule, as to the effect of a vote carrying or negating the previous question (see *above*, p. 19).

The following rule makes other limitations with respect to adjournment and laying on the table:

28. "Adjournments.—A motion to adjourn shall always be in order except, 1st, when a member is in possession of the floor; 2nd, when a vote is being taken; 3rd, when it was the last question or motion put; 4th, when it has been decided to act upon the last question; 5th, when a motion to consider a question, which could not be legally considered at a subsequent meeting, is before the meeting. A motion to adjourn shall be decided without debate, but, if decided in the affirmative, it is no adjournment until the meeting is closed in due form."

29. "Table.—A motion to lay on the table shall be decided without debate and cannot be reconsidered at same meeting."

In rule 28 *above*, the first three limitations to the putting of a motion of adjournment are according to parliamentary rule (see *above*, pp. 46, 54). The meaning of No. 3, "when it was the last question put," is obviously that, once negatived, it cannot be again moved unless some other question or business has first intervened (see *above*, p. 46).

The rules also provide for reconsideration as follows:

17. "After any question has been decided, any member who has voted in the majority may at the same or next regular meeting move for a reconsideration thereof, but no discussion of the main question shall be allowed until the motion for reconsideration has been carried. When a subject has been indefinitely postponed or a reconsideration thereof refused, it shall not be again taken up during the same session."

The last sentence seems an unnecessary repetition of rule 11, given above. A motion to lay on the table can only, under rule 29 (see *above*), be recon-

sidered at a regular meeting next after the one where it passed.

A subsequent rule gives another opportunity to annul a proceeding when reconsideration is not in order, viz.:

35. "Repeal or rescind.—A motion to repeal or rescind a motion shall be offered in writing and announced at a regular meeting at least one week before action shall be taken thereon, and shall only be in order when the motion to reconsider is no longer available."

6. TRADES AND LABOUR ORGANIZATIONS.

The industrial development of Canada has given rise to an immense army of workmen who have of recent years formed themselves into various associations for the purpose of protecting the interests of their particular trades, and at the same time asserting the claims of labour to just consideration. These associations can be organized in the way explained in the foregoing section in relation to societies generally. In addition to the constitution and by-laws which govern their special interests, they have necessarily adopted rules of order and procedure for their respective meetings.

1. **Trades and Labour Council of Toronto.**—The following code, taken from the constitution of this council, will sufficiently for my purpose illustrate the nature of the rules that are generally in vogue among the numerous industrial associations of the Dominion. As a rule these organizations are governed by the general

principles of the parliamentary law given in the first part of this work, in the absence of special rules or usages regulating their proceedings.

It is the duty of the president to preside at all meetings, and in the case of the absence or the resignation of that officer, the vice-president performs his duties in the chair (see *below*, rule 19). The other officers are the recording and corresponding secretary, financial secretary, treasurer, librarian and serjeant-at-arms, all of whom are elected by a majority of votes cast by ballot. The following is a copy of the rules of procedure with such remarks as suggest themselves after any rule:

1. "The meetings of the organization shall be opened at the appointed time."

The constitution fixes the regular meeting on the first and third Friday of each month, at and from the hours of 8 p.m. to 11 p.m., and at such place as the majority may from time to time determine. The time may be extended with the consent of two-thirds of the members present. See article 3, sections 1, 2, of constitution.

2. "The business of each session shall be conducted in the following order:

(i) "Calling the roll of officers by the secretary."

A special rule of this society.

(ii) "Reception of credentials and report of credential committee."

The president appoints (article viii. section 6, of constitution) at each session this committee consisting of three members, whose duty it is to examine the credentials of all dele-

gates seeking admission, and see they are properly signed, and sealed, and accompanied by the address of the delegate, and of the secretary of the organization sending him (see *above*, p. 101).

(iii) "Reading of the minutes of last meeting."

See *above*, p. 14.

(iv) "Calling of roll of delegates. This order shall not be suspended except with the consent of two-thirds of the members present."

This should be done alphabetically.

(v) "Election and installation of officers."

See article vi. section 1, and *above*, pp. 11, 39.

(vi) "Reports of standing committees read and disposed of."

Four standing committees of five members each, "legislative, municipal, educational and organization," are nominated and elected at the last regular meeting in January and July—each member to have a majority of votes cast. Each committee must report in writing. No member can be appointed on a committee unless he was present and consented to serve at the time of appointment (see *above* for parliamentary rules, pp. 68-71, as to committees).

(vii) "Reports of special committees read and disposed of."

See parliamentary rules of committees, *above*, pp. 68-72.

(viii) "Receiving and disposing of communications from local organizations and other correspondence."

The secretary should have all such documents arranged and endorsed; the endorsation should be read as a rule, unless a member wishes a paper read at length (see *above*, p. 73, as respects petitions in parliament).

(ix) "Unfinished business."

The secretary should have a docket ready for the meeting.

(x) "New business."

This must be such business as can be presented in accordance with the rules and usages of the council.

(xi) "Reports of receipts."

A special procedure necessary to all such organizations.

(xii) "Adjournment."

At the hour of 11 p.m. the meeting must adjourn, unless two-thirds of the members agree by a vote to extend the time (see *above*, p. 125). An adjournment will throw over all business until next meeting when it must be taken up under head of "unfinished business," as above.

3. "The regular order of business may be suspended at any time by the president to receive the report of the credential committee or by a two-thirds' vote for the transaction of special business."

This is a privileged proceeding like messages from the crown or senate in parliament. Business is immediately resumed at the point where it was interrupted under this rule (see Bourinot, p. 461).

4. "Every motion and resolution shall be made in writing at the request of the chairman, except merely formal resolutions."

This leaves the matter practically in the discretion of the chairman who should, however, never fail to follow parliamentary usage, as *above*, pp. 15, 42, and demand written motions. The merely formal motions are to adjourn, lay on the table, commit, recommit, previous question (see *above*, p. 42).

5 "No question shall be stated unless moved by a member and seconded."

See *above*, p. 43. When so moved and seconded, and proposed from the chair, a motion becomes a question.

6. "When a question is before the council, no motion will be in order except:—

- (1) "To amend (see *above*, p. 44).
- (2) "To refer or recommit (see *above*, pp. 35, 36).
- (3) "To postpone (see *above*, pp. 33-34).
- (4) "The previous question (see rules 7 and 16, *below*).
- (5) "To lay on the table (see *above*, pp. 31, 36).
- (6) "To adjourn (see *above*, p. 469).

"And shall have precedence in the order they stand herein—the last three of which shall be decided without debate."

For rule governing precedence, see Fourth Part II. Methodist Conference, rule 10. The motions, "That the house do now adjourn," "I move to lay (state subject) on the table," "That the main question be now put," are undebatable. As soon as they are proposed they must be submitted to the decision of the council. See *below*, rule 7 as to previous question.

7. "After the previous question shall have been stated, no amendment shall be entertained, and no explanation shall be allowed to be made or offered by any member, and all debate shall cease, and the council shall proceed forthwith to vote."

This goes further than the ordinary motion for an undebatable previous question since it does not even allow an explanation. Otherwise the rule is hardly necessary, since the previous rule (6) makes the previous question undebatable, and consequently prevents any amendment being made. The word "stated" in this and other rules, means the parliamentary term "proposed" from the chair obviously. See rule 29, *below*; also *above*, p. 19, as to result of a vote carrying or

negating the previous question and the result in each case on the main motion.

8. "Any member voting in the majority may, during the same meeting, move a reconsideration."

A common rule (see *above*, p. 24).

9. "Any member, feeling himself aggrieved by the decision of the chairman, may appeal therefrom; and in such cases the question shall be: 'Shall the chair be sustained?' and shall be decided without debate."

See the parliamentary form of proceeding which is identical, *above*, p. 56.

10. "When a blank is to be filled, the question shall be taken first on the highest sum or number and the longest time."

This is the reverse of the old parliamentary principle (see *above*, p. 66, for remarks on the subject).

11. "Any member may call for a division of the question when the sense will admit of it."

The parliamentary rule, *above*, p. 50.

12. "Any member wishing to address the council must rise, and if more than one rise at the same time the president shall decide which has the floor, and the other shall speak next in order."

The parliamentary rule *above*, p. 53, excepting the concession of the floor to the next in order.

13. "During the reading of the minutes, reports, communications or other papers, and when a member is addressing the council, silence shall be observed, and

no one shall be allowed to retire or otherwise disturb the meeting" (see *above*, p. 54).

A parliamentary rule of order, but it goes much further if it is to be interpreted as preventing a member from retiring while another is speaking. The convenient interpretation must be, no one should make unnecessary disturbance or interruption in retiring. His retiring, in fact, should not be notice .ble.

14. "No member shall interrupt another member when speaking, except to raise a point of order, which shall be definitely stated, and the president shall decide it without debate."

See parliamentary rule, *above*, p. 56, limited by allowing no debate after a definite statement of the point of order.

15. "Any member who shall misbehave himself during the meeting, and disturb the harmony thereof, by abusive, disorderly or profane language, or who shall refuse obedience to the president, shall be admonished by that officer, and if he offend again he shall be excluded from the room for the evening, and afterwards dealt with as the council may determine."

In accordance with parliamentary rules which permit members to be admonished, reprimanded or suspended, or even expelled, according to the gravity of the offence (see Bourinot, pp. 249, 434, 439).

16. "The previous question shall be stated in the following form: 'Shall the main question be now put?'"

The previous question is not debatable, see rule 7 above. If the council decide the previous question in the affirmative, the vote must be taken at once on the main motion. If it is decided in the negative, then the motion disappears (see *above*, p. 18).

17. "Each speaker on any question before the house shall be allowed *ten minutes*, and no member shall speak more than twice on the same question except by the unanimous consent of the council."

- A wise limitation to debate in assemblies where time is valuable (see *above*, p. 18). If *one* member object, no member can speak twice on a question.

18. "The chairman shall not be permitted to speak on any subject, while in the discharge of his duty as president, except on matters of order, in which he shall have precedence; when the council has occasion for facts within his knowledge, then he may, with leave, state the matter of fact."

A convenient and proper rule, permitting the chair not to debate, but to make such explanations and state such facts as are necessary for the satisfactory transaction of public business (see *above*, p. 95).

19. "The president shall have the right in the absence of the vice-president, to name any member to perform the duties of that chair, who shall be during such time invested with all the powers of the vice-president."

A necessary rule.

20. "A member shall not be interrupted while speaking, except on a privileged question, a call to order, or for the purpose of explanation."

The parliamentary rule, as *above*, pp. 56, 57.

21. "If a member, while speaking, be called to order, he shall, at the request of the chairman, take his

seat until the question is determined, when, if permitted, he may proceed."

A parliamentary rule, as *above*, p. 56.

22. "Each member when speaking shall be standing, and respectfully address the presiding officer, confine himself to the question under debate, and avoid all personalities, indecorous or sarcastic language."

The parliamentary rule, as *above*, pp. 53, 56.

23. "When a question is put every member shall vote, unless the council shall for special reasons excuse him."

A parliamentary rule, as *above*, p. 61.

24. "On a call of one-third of the members, the yeas and nays shall be ordered, when every member's name and manner of voting shall be recorded on the minutes."

Otherwise, the decision of the meeting shall be given by the voices or show of hands. Yeas and nays in all assemblies are only ordered on the demand of a certain number of members (five in the Canadian commons). The way of voting is explained *above*, p. 58.

25. "The first person named on a committee shall act as chairman until the committee is called together, when they may choose any one of their number they may think proper."

The parliamentary rule, as *above*, p. 68.

26. "No committee shall be discharged until all debts contracted by it shall have been paid."

A special rule requiring no comment here.

27. "When there is no question before the council, no debate whatever shall be allowed, save questions asking for information, which shall be at the option of the president to retain."

Embodying a parliamentary principle which requires the assembly to be seized of a question before a debate can go on (*above*, p. 15). Questions on matters of importance or interest are always allowable as *above*, p. 62.

28. "All questions of order as to the propriety of entertaining the consideration of any subject may be debated."

A special rule to prevent the discussion of troublesome questions and to save the time of the assembly.

29. "The president, when in the chair, shall state every question coming before the council, and immediately before it is put to vote shall ask, 'Are you ready for the question?' when it shall be open for debate."

A parliamentary rule in effect, as *above*, p. 58. It would be better placed after rule 3.

30. "The president need not rise from his seat to state a question; but must rise to put a question."

In parliament the speaker rises both to "state" (propose) and put a question. I do not see why even in assemblies of less importance a similar procedure is not considered necessary.

31. "When the chairman has arisen to put the question all debate shall cease, and he shall immediately proceed to declare the result of the vote on the question which has been under consideration."

The parliamentary rule in effect, as *above*, p. 59. Before declaring the result, the chairman should, however, gather the sense of the meeting by the voices or a show of hands, or by

the yeas and nays as provided for in rule 24 above, under exceptional circumstances. Though there is no express rule to that effect, it must be understood that in all unprovided cases the council must refer to the parliamentary law of Canada so far as it can be made applicable to their circumstances.

The rules, it must be assumed, can only be suspended at any time by unanimous consent, which should be done only under exceptional conditions (see *above*, p. 7). If it is necessary to change or adopt a rule, notice thereof should be given at a regular meeting previous to that where it is considered. The constitution very wisely provides (article ix), as all constitutions of similar bodies should (*above*, p. 7), that it "shall not be altered, amended or suspended, except at a regular meeting of the council, and with the concurrence of a two-thirds vote of the members present. Notice of any amendment or alteration of this constitution must be given in writing at a previous regular meeting. If this notice is not general, but in definite terms, the meeting can alone consider the amendment as it is actually given in the notice (see on this difficult question, *below*, pp. 162, 163). It would not be competent to alter its purport or effect. It must be either rejected or adopted.

2. Trades and Labour Council of Hamilton.—The rules of this association are the same as those of the preceding council with the following exceptions in the copy before me:—

Rule 2 (s. iv): "Calling roll of delegates," not suspended "by consent of two-thirds of the members

present;" consequently it is not suspended except under conditions of rule 3, given *above*, p. 126.

Rule 32 added: "The president shall have the casting vote on all questions resulting in a tie vote."

The president has, consequently in Hamilton, a vote first as a member, and secondly a casting vote in case of an equality of votes. The Toronto president, in the absence of such a provision, can only vote once as a member.

3. Builders' Labourers' National Union, No. 1, Toronto.— General principles of parliamentary order and debate govern this as other associations (see *above*, pp. 52-55).

A president occupies the chair, maintains order, states and puts every question practically as in parliament (see *above*, pp. 42, 43), or as in rules 29, 30 and 31 of Toronto Council (see *above*, p. 133).

Each speaker is allowed ten minutes on any question; no one can speak more than once on the same question until all members have had an opportunity to do so; nor more than twice without permission of the chair.

Yeas and nays may be called for by two members before the chairman rises to take the question, but it requires the assent of one-third of those present to take such a division. A member may be excused from voting without debate, but he must have a personal interest in a question or his union must be interested in

the same, or he must have other equally sufficient reasons for being so excused.

An appeal lies to members generally from the chair's decision as in all other assemblies (see *above*, page 56). When the person appealing has stated his reasons, the question must be put, without debate, "Shall the decision of the chair stand as the judgment of the union?"

The following special rules are given in full:

12. "When a question is before the union no motion shall be received unless:

- (1) To adjourn (see *below*, rule 24).
- (2) To take previous question (see *below*, rule 15).
- (3) To lie on the table.
- (4) To postpone to a definite time.
- (5) To refer.
- (6) To amend.

"And they shall have precedence in the order herein arranged, the first three of which shall be decided without debate."

For the meaning of precedence, see Fourth Part, II., Methodist Conference, rule 10. Only first three are undebatable, and consequently not amendable, since to amend is practically to speak and commence debate.

14. "The motion to close debate may be made by any two members and shall be put in this form: 'Shall the debate now close?' and, if adopted, the president shall proceed to take the question on the resolution and amendments thereto, according to priority without allowing further debate."

15. "The call for the previous question may be made by any six members and shall be put in this form: 'Shall the main question be now put?' If adopted, the effect shall be

to take the question on the original resolution, to exclusion of all debate, and [of] all the amendments which have not been adopted."

On a mere superficial reading it would seem as if these rules had the same practical effect, but it is not so. Rule 14 simply provides for taking the question at once on a motion and any amendments thereto in order when the majority decide by voting that "the debate now close." But the rule does not strictly preclude a discussion going on until that vote is taken. In that respect it is the previous question in the house of commons. Rules of some councils more logically (see *below*, p. 144), make such a motion undebatable. If the assembly negative the motion "to close the debate," then the discussion goes on.

Rule 15 evidently means that when six members demand the previous question it is put at once, since rule 12 makes the previous question undebatable. If adopted all debate must cease on the main question which is taken immediately, to the exclusion of all amendments that have not been adopted. The rule is a little vague, and "of," as marked above in brackets, should apparently go before "amendments" if the rule is to have any positive meaning in their regard. If the previous question is negatived then the parliamentary rule (see *above*, p. 21), is to suppress the main question for the time being.

The following rule makes strict provisions respecting reconsideration (see *above*, pp. 24, 25):

16. "All votes other than on amendments to the constitution or rules, may be reconsidered at the same or next succeeding regular meeting upon a motion made and seconded by two members who voted in the majority, provided the union agrees thereto, but after a motion to reconsider has been once lost, it shall not be renewed."

Art. 11 of the constitution (p. 7 of Constitution and By-Laws) and rule 3 provide very strict regulations with respect to any amendment or repeal of the constitution.

A majority of the union must agree, if required, to the reconsideration of any question, for "assent" necessarily means a majority vote in such cases.

By rule 24, a motion to adjourn, when negatived, cannot be again proposed until fifteen minutes have passed.

4. International Building Labourers' Protective Union of America.—Same rules as preceding National Union of Toronto, *above*, p. 135.

5. International Typographical Union, No. 91.—General parliamentary rules respecting order and debate prevail. Presiding officer maintains order and an appeal lies against his decision, as in all other assemblies (see *above*, p. 54).

All motions, "unless merely affecting the order of business," must be in writing. Motions may be withdrawn previous to amendment or final decision with consent; that is, by a vote, if necessary, of a majority of the members present.

No member can speak more than twice on any question, nor more than ten minutes at any one time, without consent—that is, of a majority of the union.

Any member may demand a division or the chairman may order same; yeas and nays are recorded on call of five members; such call shall not preclude amendment before main question is put (for putting questions correctly, see *above*, p. 58). A member may explain his vote during call, if the union consent thereto unanimately; every member must vote except excused for sufficient reasons, such as personal interest in a question.

No rule can be suspended, except by consent (without debate) of two-thirds of the members present.

The following are special rules:

12. "When a question is under debate, no motion shall be received but:

- (1) To adjourn.
- (2) To lie on the table.
- (3) For the previous question (see *below*, rules 26 and 27).
- (4) To postpone to a certain day.
- (5) To commit.
- (6) To amend.

"Which several motions shall have precedence in the order in which they stand arranged. The motion for adjournment shall be always in order; that and the motion to lie on the table shall be decided without debate."

For meaning of precedence, see Fourth Part, II., Methodist Conference, rule 10.

Only to adjourn the union or to lay a question on the table are undebatable under the rule. The moving of the previous question does not, according to strict reading of rule 27, *below*; prevent a debate on the advisability of agreeing to such previous question, but only on the main question.

26. "A motion for the previous question shall not be entertained unless seconded by seven members of the union."

That is to say, when the previous question is moved, seven members, without the mover, must stand up."

27. "When so made, the question shall be put in these words: 'Shall the main question be now put?' and until decided shall preclude all further amendment and debate of the main motion. When there shall be pending amendments, the question shall be first taken upon amendments in their order, and then on the main question, without debate."

Each amendment must be voted upon in order: "Shall the amendment now be put?" (see *above*, p. 21, for United States practice, which here applies). If the previous question is carried then a vote must be taken at once on the amendment; if it is negatived, then there is no amendment, since it is practically suppressed by the decision that it shall *not now* be put (see *above*, p. 19). The same remarks apply to all further amendments and the main motion.

The following is a special rule:

13. "A motion for the 'order of the day' shall take precedence of all other business except a motion to adjourn or a question of privilege."

This is practically the parliamentary rule (see *above*, p. 51), which makes such a motion equivalent to

the previous question. For a motion to adjourn (see *above*, rule 12); and a question of privilege, which has always priority (see *above*, p. 56).

6. Toronto Typographical Union, No. 91,—General parliamentary rules of order and debate prevail. A president maintains order in accordance with parliamentary usage (see *above*, p. 40).

No member shall speak more than once on same question, except mover and seconder of a resolution (which is, of course, only "a motion," or "question," or "proposed resolution" at that initiatory stage (see *above*, p. 42), who may speak twice; nor more than ten minutes without permission (*i.e.* of a majority of those present).

Any member may call for a division; voices are first taken, and if that is doubtful, or a division is called for, members for and against rise and are counted in order by the recording secretary, first in the affirmative and then in the negative. The president shall announce the result.

The following are special rules:

6. "When a question is before the union, no motion shall be received but:

- (1) To adjourn.
- (2) To lie on the table.
- (3) For previous question (see *below*, rule 19).
- (4) To postpone.
- (5) To amend.

"Which several motions shall have precedence in the order they here stand arranged." [For meaning of precedence, see Fourth Part, II., Methodist Conference, rule 10].

"The following shall be considered privileged questions and are not debatable:

- (1) To adjourn.
- (2) To lie on the table.
- (3) For the previous question.
- (4) To read a paper or document pending a question.
- (5) To reconsider.
- (6) All incidental questions of order arising after a motion is made for the previous question, and pending such motions whether an appeal or otherwise, with this understanding, that the motion to adjourn be unconditional, and shall always be in order, except—
 - (1) When a member is speaking.
 - (2) When a vote is being taken on any question.
 - (3) A motion to adjourn, being negatived, cannot be renewed until some other motion is made or business transacted."

The last paragraphs, 1-3 inclusive, embody simply parliamentary usages (see *above*, pp. 53, 54).

The previous question, when moved, is not debatable under the foregoing and the following rule:

19. "The previous question shall be put in this form: 'Shall the main question be now put?' and, until it is decided, it shall preclude all amendments and all further debate. It shall only be admitted when demanded by a majority of the members present.

Consequently the chairman, if necessary, must take a vote to find if a majority wish "to admit," *i.e.* "allow" the moving of the previous question; if there is

such a majority, then the previous question is formally put. If it is carried, then the vote is taken on the main question, as in all cases (see *above*, p. 20); if it is negatived, then, as in parliament, the assembly has declared that the vote on the main question shall *not now* be put (see *above*, p. 20), *i.e.*, it is practically effaced for the time being. This is the strict interpretation of the rule. Adjournment may be moved on the previous question under rule 6 *above*.

The following rule provides for a reconsideration:

16. "When a motion has been made and decided upon, it shall be in order for any member voting in the majority, at the same or the next meeting, to move for a reconsideration thereof; but no discussion of the main motion shall be allowed."

By previous rule 6, such a rule is privileged and not debatable.

7. **Bricklayers' and Masons' International Union of America.**—The same to all intents and purposes as the "International Building Labourers' Protective Union of America" or "Builders' Labourers' National Union, No. 1, Toronto," on pp. 135, 137, *above*. The only important difference is that the constitution is not as strict concerning notice of amendments (Art. 23, p. 30, of Constitution and Rules of Order).

8. **Iron Moulders' Union of North America.**—Same as "Builders' Labourers' National Union, No. 1, Toronto" (see *above*, p. 135), except "To close the debate" is made a preferred motion, and "To post-

pone indefinitely" is added in rule 12, of foregoing union, which consequently should read as follows for the Iron Moulders' Union of North America:

11. "When a question is before the union no motion shall be received, unless:

- (1) To adjourn.
- (2) To close the debate.
- (3) To take the previous question.
- (4) To lie on the table.
- (5) To postpone indefinitely.
- (6) To postpone to a definite time.
- (7) To refer.
- (8) To amend.

"And they shall have preference in the order herein arranged, the first four of which shall be decided without debate."

Rules 12, 13 and 14, "to close the debate," "the previous question," and "to reconsider," respectively, are the same as rules 14, 15, and 16 (see *above*, pp. 136, 137) of the Toronto union mentioned; but the constitution has a very strict rule respecting amendments of the constitution (see Art. 16, s. 1 of Constitution and Rules of Order, p. 28).

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THIRD PART

CORPORATE COMPANIES

DIRECTORS' AND SHAREHOLDERS' MEETINGS

DIRECTORS' AND SHAREHOLDERS' MEETINGS.

1. *Introductory remarks, 147.*
2. *Regulations or by-laws of companies, p. 150.*
3. *Directors' meetings, p. 152.*
 - (1) *Form of order of business at first meeting, p. 156.*
 - (2) *Form of order of business at second meeting, p. 157.*
 - (3) *Form of order of business at meetings in general p. 157.*
4. *Proceedings of a general meeting of shareholders, p. 160.*
5. *Notice of meetings, p. 164.*
6. *Quorum, p. 168.*
7. *Minutes, p. 169.*
8. *Chairman, p. 173.*
9. *Resolutions, p. 175.*
10. *Books, p. 176.*
11. *Voting, p. 177.*

1. INTRODUCTORY REMARKS.

A corporation has been well described as a legal *persona*, that is to say, a distinct person existing in contemplation of law, but having no physical existence (a). It can sue and be sued, and holds its existence in every respect under the legal conditions of the charter or enactment that clothes it with powers to promote the object or objects for which it was formed. Each corporation in exercising its powers is subject to,—

(a) See Palmer's Company Precedents, 1.

1. The provisions of the Act under which it was formed.
2. The decisions of the courts relating to public companies.
3. The rules of the common law respecting public companies or corporations where special or general statutes are not applicable.

Incorporated companies or joint stock companies are composed of a number of individuals, called shareholders, who subscribe and own a certain portion of the common stock or capital of the company. These shareholders are not responsible individually for the company's debts or engagements, and their property is affected only to the extent of their interest in the company.

In all the provinces of Canada, and in the Dominion itself, there are general statutes under which a certain number of persons—not less than three in any case—by complying with certain legal conditions, may obtain corporate powers. These powers are granted under what are known as letters patent in the Dominion and the provinces generally, except in British Columbia where the English system of registration is still in operation (*b*). Not a few companies exercise

(*b*) R. S. C. 1886, c. 119, amended by c. 20 of 1887. R. S. O. 1887, c. 157; also c. 178; c. 26 of 1889; cc. 32, 33, 34 of 1891; c. 35 of 1892. R. S. Q. 1888, arts. 4694 *et seq.*; amended by c. 42 of 1889. S. N. B. c. 9 of 1885; amended by c. 7 of 1888; by c. 5 of 1889; by c. 20 of 1890; by c. 15 of 1892. R. S. N. S. 1884, c. 79; amended by c. 18 of 1885; by c. 30 of 1886; by c. 42 of 1889; by c. 35 of 1890; by c. 36 of 1892; c. 36 of 1893. C. S. Man. 1880-81, p. 218, ss. 226 *et seq.*; amended by c. 41 of 1883; by c. 20, s. 1 of 1884; by c. 11 of 1886; by c. 3, s. 15, of 1888; by c. 5 of 1892. S. B. C.

their rights as legal entities by virtue of particular statutes of the proper legislative authorities of Canada, incorporating them specially.

The affairs of all public companies are administered under legal regulations or by-laws at certain meetings, viz.:

General or shareholders' meetings;

Board of directors' meetings;

Which will be described in due order. In this review of the proceedings of public companies the writer is necessarily confined to the general laws under which charters are given to joint stock companies in the Dominion and to the leading principles that are admitted in special as well as in general statutory enactments on the subject. But, while reference is not made to the general statutes which relate to railways, banks, insurance, and other business and trading companies for which there is special legislation provided (*c*), the methods of procedure laid down in this work for the conduct of meetings of companies are for the most part applicable to all such corporations. But in every case care must be taken to consult the special regulations of such corporate companies. All I can do

1890, c. 6; amended by c. 3 of 1891; by cc. 6, 7 of 1892. R. Ord. N. W. T. 1888, c. 30. Warde (pp. 285, 306), calls attention to the fact that the British Columbia Act of 1888, c. 21, C. S., has not been repealed and may be considered still in force.

(*c*) See Bourinot, pp. 695, 696*n*.

is to lay down those principles which govern generally all meetings.

2. REGULATIONS OR BY-LAWS OF COMPANIES.

All corporate or joint stock companies are regulated in the exercise of their powers by certain regulations or by-laws, generally made by the directors, with the aid of a solicitor to the company (see *below*, p. 156), and duly authorized by the shareholders at general meetings. The term, by-law, is, as a rule, used in Canada as designating the legislative action of municipal bodies or a rule obligatory over a particular municipal district, authorized by the statutory and common law, and not at variance with the general laws of the Dominion or a province. In a more restricted sense, it is applied to the permanent regulations or laws which regulate and define the relations of the members of local companies and corporations towards the corporation, and between themselves, under powers conferred by charter or Act of the legislature, dominion or provincial. A by-law differs from a resolution in the respect that the latter applies to a single act of the corporation, while the former is a permanent and continuing rule of action for all occasions when business of the company has to be transacted.

Every by-law or code of regulations, like a public or private statute, has a preamble declaring that it is expedient to make certain regulations for regulating the affairs of the corporate body, and setting forth the

authority of the charter or statute under which the company acts. Then follow the enacting clauses or sections setting forth in clear and definite terms the regulations governing the company. These regulations should be drafted by the legal adviser of the company, and provide, as a rule, for the following objects:

The holding of directors' and shareholders' meetings, ordinary and extraordinary, at such times as may be deemed necessary.

Management of the affairs of the company by a certain number of directors duly qualified.

The election of president or vice-president and other necessary officers, and their tenure of office, fitting up offices, salaries, etc.

Record of proceedings of directors and shareholders.

Corporate seal.

The keeping of books and accounts.

Decisions of questions at directors' meetings.

Decision of questions by a certain number of shareholders, in person or proxy.

The voting of shareholders for themselves or by proxy.

Powers with respect to issue of stock.

Calls upon stock.

Forfeiture of shares.

Transfer of shares.

Appointment of solicitors and auditors.

And such other matters as relate to the objects of the company and for which statutory authority has been given. The following section on directors shows their powers under general statutes to make regulations. The regulations of every company should incorporate all the statutory enactments relating to by-laws.

3. DIRECTORS' MEETINGS.

The shareholders of a joint stock company, at a general meeting of the same, duly convened by proper notice to each shareholder, elect the directors, whose business it is to manage the affairs of the company, under the Act or charter of incorporation. Until a permanent organization is effected and directors regularly elected at such a general meeting, the persons named in the charter or statute constituting the company, temporarily manage its affairs, but these provisional directors should lose no time in summoning a general meeting for the purpose stated.

A person to act as director should be a *bona fide* owner of stock absolutely in his own right and not in arrears in respect of any call thereon. Elections are yearly and by ballot as a rule. At the end of their term all the members retire, and if otherwise qualified are qualified for re-election. The directors elect the president, one or more vice-presidents, manager and other officers required by the law and the regulations. Vacancies occurring in the board of directors are, as a rule in companies, unless the regulations otherwise direct, filled for the unexpired remainder of the term by the board from among the qualified shareholders of the company. In the Quebec and Dominion General or Companies' Acts, it is required that a majority of the directors reside in Canada. The Ontario Act is silent on this point. If the statutes under which the company is incorporated has no express provision in

this respect, then the directors need not reside in Canada *ex necessitate*.

The number of directors on a board vary—from not more than fifteen in the Dominion Act to not less than three in the Ontario Act—but nine or five appear to prevail in the majority of companies. They must act and vote as a board, and not separately. They cannot act or vote by proxy. A majority of the board constitutes a quorum. A majority of a quorum, in the absence of express regulations to the contrary, even when a minority of the whole board, bind the board and company, provided, of course, their action is in accordance with the legal powers granted to the company. It is usual, however, in the regulations to fix the quorum with reference to the number of directors; that is to say, if there are five, three is the proper quorum; if seven, four; if nine, five. In most cases, the powers and duties of the board are delegated to a manager, director or secretary, and when such is the case, the reasons for having such a large board or quorum of the same are lessened in importance. But directors, under any circumstances, are bound to meet periodically under well framed regulations, and assume complete supervision over the affairs of the company.

The general laws of the Dominion, Ontario and Quebec for the incorporation of public companies set forth the duties of directors.

The regulations of directors, as a matter of course, vary considerably, according to the character and ob-

ject of the company. As an example of regulations, the following is given by Palmer (*d*):

1. A board meeting shall be held every _____ day at _____ o'clock. Such meetings shall be called ordinary board meetings. Other meetings shall be called special.
2. Every meeting shall be held at the registered office of the company.
3. Any director may, and upon the requisition of any director the secretary shall convene a special meeting; not less than _____ hours' notice shall be given thereof to each director. Every such notice shall be given in the following form (*give form*) and state the time fixed for the meeting.
4. The quorum of an ordinary meeting shall be _____ directors, and of a special meeting _____ directors.
5. If all the directors are at any time present at any one place they may constitute themselves a board meeting for the transaction of business.
6. The common seal shall be placed in the custody of the president or chairman, or in that of the secretary or manager, and shall be kept in a box with two locks, whereof each of said officers shall have one key.
7. The common seal shall not be affixed to any document, except in pursuance of a resolution for a board, and the sealing shall be attested by two directors and countersigned by the secretary.

The regulations for board meetings should be formally adopted, on motion made, seconded and put,

(*d*) The Shareholders' and Directors' and Voluntary Liquidators' Legal Companion, a Manual of Every Day Law and Practice, etc., 13th ed., p. 29. In addition to this useful little work, the following authorities have been frequently consulted by the present writer: Palmer's Company Precedents, 5th ed.; Buckley on "The Companies' Acts," 6th ed.; Warde's Shareholders' and Directors' Manual, 6th ed., Toronto, 1892.

and finally entered with the resolution of adoption in the minute book of the board.

When a board has met in accordance with the regulations at the fixed time and place, the members present shall enter their names, and the regular chairman, or in his absence another member called to preside *pro hac vice*, will take care that a quorum is present (see *above*, p. 153); and if that be the case he will call upon the secretary to read the minutes of the last meeting (see *below*, p. 170, for form of minutes). When these have been corrected, whenever necessary, confirmed by the meeting and signed by the chairman, the latter will direct attention to the business that is to be considered.

As well conducted societies will have an order of business, or *agenda*, as it is called, which should be always entered on the left hand page of the minute book and on the opposite page the chairman will note the determination of the meeting on each proceeding. Each item of business, as a rule, should be taken up in order. All matters of importance should be disposed of by resolutions duly made and put to the meeting by the chair. If it is found expedient to give priority to a particular item, some member should so move, but if there is one dissentient voice the order of business cannot be disturbed (see parliamentary rule, *above*, p. 42). In a business meeting of this kind the chairman gives explanations when necessary, and otherwise directs the proceedings. The secretary should keep a record of all

the proceedings, and, as well as the chairman (e), initial the original resolutions when formally adopted, so that they may, at a future time, identify them. Frequently the original resolutions are pasted in the minute book, when written legibly; but the preferable course is for the secretary always to record each proceeding with his own hand.

The regulations, generally, empower the directors to appoint select committees of two or more members to consider special subjects. Such committees should have their quorum fixed, and be bound strictly by their order of reference (see *above*, p. 69).

The following *agenda*, or order of business, is given from the best authorities on such subjects as a suggestion, which will, of course, be varied according to circumstances:

1. First meeting for organization.—

To elect chairman.

To appoint a secretary.

To approve and adopt a common seal.

To appoint solicitor, banker, auditors and other necessary officers.

(e) In many companies in Canada, Mr. Richard White, of Montreal, informs me, the chairman generally initials such documents. From my experience of all classes of meetings, I think it is well if both chairman and secretary should do so. I have in this, as in every other part of this work, endeavoured to lay down sound rules of practice and not the varying and too often irregular methods that prevail generally in the Dominion.

To instruct a committee of two to frame regulations with aid of solicitor (*f*) and report at next meeting.

To consider and approve prospectus.

To consider renting of permanent premises.

To consider applications for shares.

And other business that may come up in connection with organizations.

2. Second meeting.

Signing of attendance book by members present.

Reading and confirmation of minutes of previous meeting (*g*).

Report of committee on regulations and consideration thereof (*h*).

To consider and make final arrangements for permanent offices.

To authorize signing of cheques.

And such other business as the chairman and secretary may find it necessary to submit to the meeting.

3. Third meeting.—

Signing of attendance book by members present.

Reading and confirmation of minutes of last meeting.

(*f*) Palmer says (*Legal Companion*, p. 66), very properly: "Frequent questions of law arise in the management of a company, and as they have often to be answered at a moment's notice, the solicitor should be kept generally informed as to the company's proceedings, and he will, of course, be familiar with its regulations. In some companies the solicitor is required to be present at all general meetings to state the law, if necessary. He will also attend at meetings of the board, when required.

(*g*) See *above*, p. 14.

(*h*) For procedure on all reports of committees, see *above*, p. 71.

- To produce bankers' book showing a balance of \$——.
- To report that since the last meeting the following cheques have been drawn, etc.
- To sign cheques as follows, namely: to —— for legal expenses: to —— for books and stationery.
- To pass transfers numbered 1 to 25 and to authorize the secretary to register the same, and to issue new certificates in respect of the shares transferred.
- To read and consider letters from A. B.
- To receive report of committee appointed at last meeting for the purposes of, etc.
- To consider a proposal by C. D., as to, etc.
- To give directions as to calls in arrears.
- To consider and determine as to forfeitures of shares held by ——.
- To authorize the affixing of seal to contract with ——, in terms approved of at last meeting.
- To appoint a committee to select new offices and to arrange, provisionally, terms for taking the same.
- To receive report of solicitor, as to the company's claim against —— and to give directions.
- To receive auditor's report as to estimated profits of half year ending the —— of ——, and to consider and declare *interim* dividend.
- To consider and settle report to be made to the ordinary general meeting, and to fix the day for holding the meeting, and to approve notice convening the same, and to give directions for issue.

The following legal principles have been laid down by the English courts and govern the proceedings of boards of public companies generally in this country:—

Where there is a maximum and a minimum number fixed by the law or regulation, the directors can-

not act if the number falls below the minimum (i), unless there is power expressly given to act notwithstanding the vacancies (j).

Where there is no quorum fixed by Act and no power is given to do so, the directors must act on the footing that to constitute a valid meeting all the directors must be summoned, and a majority must be present (k).

Commonly the directors determine to hold ordinary board meetings on a special day or days in each week, or month, and at a special place and hour, and, of course, notice of such determination renders it unnecessary to give further notice of such meeting. But notice must invariably be given of special meetings (l).

A director, who is disqualified, cannot be counted in a quorum (m). But even when a quorum may, in fact, be present if they have not been duly summoned according to the law or regulations, they do not form a properly constituted meeting capable of transacting business (n).

(i) *Alma Spinning Co.*, 16 Ch. D. 681.

(j) *Scottish Petroleum Co.*, 23 Ch. D. 413, 431, 435; *Faure v. Phillipart*, 58 L. T. 527.

(k) *York Tramways Co. v. Willows*, 8 Q. B. D. 685.

(l) *Palmer's Precedents*, pp. 301-2. See regulations, *above*, p. 154.

(m) *York Tramways Co. v. Willows*, 8 Q. B. D. 697; *Palmer* citing other cases, 302.

(n) *Homer District Co.*, 39 Ch. D. 546.

If a director be excluded by his co-directors from a board, he has a personal right to compel them to admit him (o).

The directors are entitled at their meetings to take their business in such order as they deem proper (p).

A committee of the board need not consist of more than one person, when the directors have power to delegate their authority to committees consisting of such member or members as they think fit (q).

The phrase "whenever they think fit" in a statute or the regulations, applied to the action of the directors, means *prima facie* when, at a board meeting, they so determine (r).

4. SHAREHOLDERS' MEETINGS.

Meetings of shareholders are of two classes:

1. *Ordinary*, held at regular or stated periods, as established by the letters patent, or by-laws of the company.
2. *Extraordinary* or *special*, called by notice to consider matters not foreseen or provided for at the ordinary general meetings.

The Canadian Acts generally contain sections prescribing that the general meeting of shareholders shall be held within the limits of the jurisdiction from

(o) *Pullbrook v. Richmond Co.*, 9 Ch. D. 610; *Harben v. Phillips*, 23 Ch. D. 14; *Bainbridge v. Smith*, 41 Ch. D. 462.

(p) *Cawley & Co.*, 42 Ch. D. 209.

(q) *Taurine Co.*, 25 Ch. D. 118; *Buckley*, 510.

(r) *Browne v. La Trinidad Co.*, 37 Ch. D. 1; *Palmer's Precedents*, 282.

which the charter emanated, leaving it to the regulations of each company to prescribe the exact place at which they shall be held.

Directors have power under the law as a rule to pass regulations providing for both ordinary and extraordinary meetings (*s*). Great care must be taken that the notice convening a meeting complies in form with the regulations, and that it is served on the members at the proper time in accordance with statute or regulations. If special business is to be or can be transacted at an ordinary meeting, the notice must state the exact nature of it, just as if the meeting were extraordinary and special; or an extraordinary meeting may be held on the same day as an ordinary one, and the notice must set forth the time and place.

The president, or in his absence the vice-president of a company, or the chairman of the board of directors, takes the chair as a rule, according to the regulations at the time fixed for the meeting. If the person entitled to preside is not present, a chairman will be elected by the meeting as at any public meeting (see *above*, p. 93).

If no quorum is present then the chairman should adjourn the meeting which is consequently dissolved.

If a quorum is present, in the opinion of the chairman, the chairman should read the notice convening

(*s*) See Warde, p. 38, and Canadian Statutes cited, *above*, p. 148*n*.

the meeting, or the secretary may read it at the call of the chairman.

Minutes of the previous meeting are next read by the secretary, corrected when necessary and confirmed. The chairman may say "Shall I sign these minutes as correct?" This will be agreed to as a matter of course (see *above*, p. 14; *below*, p. 173, as to chairman's signature).

The business of the meeting should then be taken up in accordance with the notice, and with an agenda, prepared by the secretary, with the approval of the chairman of the board of directors.

This agenda will be read to the meeting by the chairman.

Every item of business will be taken up in due order, and discussed when duly submitted by the chair, on motions whenever necessary (see *above*, p. 15).

Amendments may be made to any proposed resolution, as in parliament, but great care must be taken in the case of amendments to a proposed resolution of which special notice has been given. Where the notice is framed in *general* terms, amendments can as a rule be moved, but where the proposed resolution of which notice has been given is *specific* and *definite*, no amendment can be submitted. In this latter case the meeting is bound strictly to the specific terms of the notice. The proposed resolution must be simply affirmed or negatived. This definite form is sometimes chosen to

get a direct vote on an important question of policy or management; but in all other cases, it is more convenient to have the notice framed in some such general form as this:

For the purpose of considering, and if thought fit, passing the subjoined proposed resolution, either with or without any modifications, (t).

Motions and amendments should be in writing except purely formal motions of business (see *above*, p. 16). The regulations should provide for motions, and the limitation of debate on each question (see *above*, p. 18). If the regulations do not require written amendments, it is a question whether a chairman can refuse to put an amendment submitted when unwritten. But members should as a rule write out all important motions.

When the chairman is satisfied the meeting is ready for a decision on a motion, he will first take the voices, or a show of hands (see *above*, pp. 97, 98), or a poll may be taken according to the regulations of the company (see *below*, p. 181).

When the business is concluded, it is usual for a vote of thanks to be passed to the officers of the previous year, should the meeting be one for the election of new officers; and under all circumstances thanks

(t) See Palmer's Leg. Comp. pp. 46, 47. All societies in proposing amendments to their charters or constitutions, of which notice is always given, should carefully bear in mind the principles laid down in the text.

should be given to the chairman for his conduct in the chair. The meeting is then formally adjourned.

From the foregoing necessarily imperfect summary of the ordinary procedure at a general meeting, it will be seen that the following matters are of signal importance in the proceedings of a company.

1. Notice.
2. Chairman.
3. Quorum.
4. Minutes.
5. Resolutions.
6. Books.
7. Poll or voting.

All these matters are reviewed in their due order in the following pages.

5. NOTICE OF MEETINGS.

Every general meeting must be called by the directors in accordance with a notice issued in conformity with the law and the regulations passed by the company under the law. Under the Dominion Companies' Act, notice of the time and place for holding general meetings must be given at least twenty-one days previously thereto in some newspaper published at, or near as may be to, the office or chief place of business of the company. In Quebec the notice is ten days. In Ontario it is ten days, but it is added, "and also in the case of companies having a capital exceeding

\$5,000, either by publishing the same in the *Ontario Gazette*, or by mailing the same as a registered letter, duly addressed to each shareholder at least ten days previous to such meeting." In Nova Scotia, the notice is the same as in the Dominion. In the other provinces, it is a matter of by-law under the general power given companies by the provincial statutes incorporating them. In cases of special incorporation, it is also generally left to the regulations of the company.

The regulations should always state the mode in which notices are to be served on the members. Where the service is personal or by letter a record should be kept by some officer of the company so that, if the service should be subsequently disputed, he may be able to refer to the record and testify accordingly. A postal book should be kept, and envelopes numbered and entered according as despatched by registered post. By the Dominion Act notices may be served either personally or by sending them through the post in registered letters, addressed to the shareholders at their places of abode as they appear on the books of the company. Such notice served by post on a shareholder shall be held to be served at the time when the registered letter containing it would be delivered in the ordinary course of mail; and it is sufficient to prove that such letter was properly addressed and registered, and was put into the post office, and that adequate time had been given for its delivery in the ordinary course of things. Any notice may be signed

by any director, manager or other authorized officer of the company and need not be under its seal.

The notice of an ordinary meeting need only state place, day and hour at which the meeting will be held "for the purpose of transacting the ordinary business of the company" unless the regulations provide expressly for a precise statement of business.

When no sufficient notice is given by charter, or statute, or by-law, each stockholder is entitled to express personal notice of each corporate meeting.

Notice is not required of an adjourned meeting (in the absence of an express rule to the contrary) as it is held to be the continuation of the original meeting, but it is not competent to transact any business save that which the original meeting left unfinished. New business, however, that is to say, business not entered upon at a general meeting, can be entertained at an adjourned meeting, if due notice of the intention to propose such business be given, and the regulations do not provide to the contrary, and this practice is both expedient and convenient. Where the original meeting was duly convened, the stockholders are not entitled to any other notice of the adjourned meeting than that which is implied in the adjournment (*u*). It must be always borne in mind, however, that special business cannot be taken up in the absence of due notice of its general nature, and of any provision for the same in the regulations.

(*u*) *Wills v. Murray*, 4 Ex. 843.

There is at common law a right of adjournment of a public meeting and its lies in the chairman *semble* (v).

But where notice of an adjourned meeting is necessary under the law or regulations, it has been held that, when business had been begun and not completed at the meeting, from which the adjournment took place, the notice of the adjourned meeting need not state the purpose for which it was summoned (w).

The days of notice required by the law or regulation, it is conceived, must be calculated from midnight to midnight (x). Neither the day of service nor the day of meeting will, therefore, form part of the twenty-one or ten days previously mentioned (see *above*, p. 164).

Where an extraordinary meeting is called for the transaction of business of which notice is necessary, the notice must give substantial information as to that which is proposed to be done; for otherwise a resolution passed upon insufficient notice may be altogether invalid (y). And when a resolution passed at an extraordinary meeting is for the want of proper notice invalid, a confirmation at the annual general meeting will not render it valid (z).

(v) *Reg. v. D'Oyly*, 4 Perry & Davidson, 52; Buckley, 483.

(w) *Soadding v. Lorant*, 3 H. L. C. 418.

(x) *Lawford v. Davies*, 4 P. D. 61; Buckley, 481.

(y) *Garden Gully Co. v. McLister*, 1 Ap. Cas. 39; Buckley, 481.

(z) *Lawes's Case*, 1 D. M. & G. 421.

Notice of a meeting summoned "on special business" is not sufficient notice of an extraordinary meeting (a).

Notices, however, are not to be construed with excessive strictness, or mere technicalities introduced into their construction, provided they give the shareholders proper notice of the substance of that which is proposed to be done (b).

If a meeting cannot be otherwise summoned at all, or if the object is a special one, the court might call a meeting (c). And so the court may control the directors as to the date at which a meeting shall be summoned, if it be shown they are executing their discretion improperly (d).

But it must be a very strong case indeed which will justify the court in restraining a meeting of shareholders (e).

6. QUORUM.

It depends, as a rule, on the regulations or by-laws. In some cases a definite or fixed number of the shareholders constitutes the quorum, or it may be a specified number who hold a certain number of shares or a cer-

(a) *Wills v. Murray*, 4 Ex. 843.

(b) *Wright's Case*, 12 Eq. 335n., 345n.; *Buckley*, 185.

(c) *Atwool v. Merryweather*, 5 Eq. 464n.; *Buckley*, 480, notes d and e for other cases.

(d) *Cannon v. Trask*, 20 Eq. 669.

(e) *Isle of Wight R. R. Co. v. Takourdin*, 25 Ch. D. 320; *Harben v. Philips*, 23 Ch. D. 14; *Buckley*, 481.

tain amount of capital. Under the Dominion, Ontario, Quebec and Nova Scotia Companies' Acts—and in the majority of special Acts of incorporation—powers are given to the directors to make by-laws for a quorum of all meetings. The register of members and stock book of a company should be always accessible to the chairman and secretary at a general meeting, ordinary, or special, in case a question arises as to a quorum.

7. MINUTES.

As a matter not merely of correct business, but of legal necessity also, it is incumbent upon every company to have minutes kept of all their proceedings and resolutions passed at general meetings (ordinary and extraordinary) of shareholders as well as at meetings of directors. These minutes must be written by the proper officer—the secretary of the meeting or company, as a rule—in a book kept for that purpose. The regulations should so provide for the keeping of those minute books, and on this point reference is made to the judicious rules of the Presbyterian courts (see *Fourth Part*, III. of this work).

The secretary makes minutes of each proceeding as the meeting goes on. He must be guided by the directions of the chair in each case, and not by those of any member. When a resolution is passed, he should initial (*f*) and number it so that it may be easily identified at any future time. Every resolution ac-

(*f*) See above, p. 156, as to the chairman also initialling.

cordingly should be in writing before put from the chair (see *above*, p. 43):

The secretary should write it out in full in his record of proceedings, when he comes to transcribe his notes in the proper book (*g*).

As a rule, separate books should be kept for shareholders' and directors' meetings. The books of directors being essentially private or confidential should be only open to the inspection of directors and secretary as a rule. The shareholders should, however, have always access to the books containing the minutes of their proceedings. In fact they are so open necessarily from the fact that the minutes must be confirmed at a general meeting, and may be called into question before confirmation (*h*).

The English authority from whom I have quoted so frequently gives the following excellent forms of minutes for companies' meetings, etc.

The fourth ordinary meeting of the _____ company, limited, held the _____ day of _____, (at the registered office of the company) at _____ o'clock.

Mr. _____ in the chair.

The notice convening the meeting was read by the secretary.

The minutes of the general meeting of the company, held the _____ th ultimo, were read by the secretary and signed by the chairman.

(*g*) The attention of secretaries and clerks of all municipal councils, assemblies and societies is directed to the foregoing rule for keeping minutes as practically embodying the usages of parliament.

(*h*) Palmer's Legal Companion, pp. 74, 75.

It was resolved unanimously that the report of the directors and the accounts annexed thereto be taken as read.

Upon motion of the chairman, seconded by Mr. , it was resolved unanimously (or *nem. con.* as the case may be).

That the report of the directors and the accounts annexed thereto be and the same are hereby adopted.

Upon, etc., it was resolved that a dividend, etc.

Upon the motion, etc., it was resolved that Mr. be and he is hereby elected a director in the place of Mr.

Upon, etc. [vote of thanks].

A. B., Chairman.

If an amendment be moved the minutes will run thus:

It was moved by the chairman and seconded by Mr. , that, etc.

An amendment was thereupon moved by Mr. , and seconded by Mr. [here set it out, *e.g.*],

"That the report be received, but not adopted, and that a committee of five shareholders be appointed with power to add to their number, to inquire into the formation and past management of the company, and with power to call for books and documents, and to obtain such legal and professional assistance as may be necessary, such committee to report to a meeting to be called for day, the th of ."

The amendment was put to the meeting and negatived. The original question was then put to the meeting and declared by the chairman to be carried.

EXTRAORDINARY GENERAL MEETING OF THE COMPANY,
LIMITED, HELD THE TH DAY OF , AT, ETC.

Mr. in the chair.

The notice convening the meeting was read by the secretary.

The minutes of, etc.

Upon the motion of the chairman, seconded by Mr. ,

It was resolved unanimously that the capital of the company be increased to \$, by the creation of new shares of \$ each.

A resolution moved by Mr. , seconded by Mr. That, etc., was negatived.

Mr. moved,

That, etc.

Mr. seconded this motion.

A show of hands having been called for, the chairman declared that hands were held up in favour of, and against the resolution, and that the motion was consequently carried [or lost, as the case may be].

A poll was then demanded and taken, the numbers being as follows: For the motion, 128 votes; against the motion, 72 votes. [The minutes may distinguish the number of personal votes and of votes by proxy. The scrutineer's report (if any) will be entered].

The chairman then declared that the resolution was carried.

The minutes of a meeting of the directors will be as follows:

At a meeting of the directors held the th day of at, etc. Present, Mr. , chairman of the board; Mr. , and Mr.

The minutes of the meeting of the th were read and signed.

Upon the motion, etc., it was resolved, etc.

A draft contract between, etc., having been read, the chairman was directed to affix the seal of the company to the engrossment thereof.

The secretary was directed to, etc.

A letter from, etc., addressed to the secretary having been read, and the board being of opinion, etc., the secretary was directed to reply, etc., and the manager was desired to, etc.

The minutes of a meeting should be read at the next meeting, when it is not possible to do so at the same,—and that can hardly often happen in the nature

of things,—and when corrected and confirmed should be signed by the chairman. Sir Reginald Palgrave (i) says that “the signature of a chairman to the minutes is only necessary when such minutes are under statute, *thereby* rendered legal evidence. His signature is not otherwise essential to the confirmation of the minutes if an entry of the confirmation is duly minuted.”

But it is advisable to have the chairman of a public company, exercising legal rights and responsibilities, sign the minutes, unless the regulations otherwise provide. The original papers, like resolutions, reports of committees, directors' reports, etc., which have been considered and acted upon at a meeting, should be always accessible when the record of proceedings is read at a meeting, in case its correctness is doubted and verification is necessary. Especially is this essential when neither the chairman of the meeting nor other member is present at that where the minutes are considered.

The remarks made elsewhere that no debate can be allowed on a proceeding or amendment proposed which is not a necessary correction of an inaccuracy, apply with full force to the minutes of public companies (see *above*, p. 14).

8. CHAIRMAN.

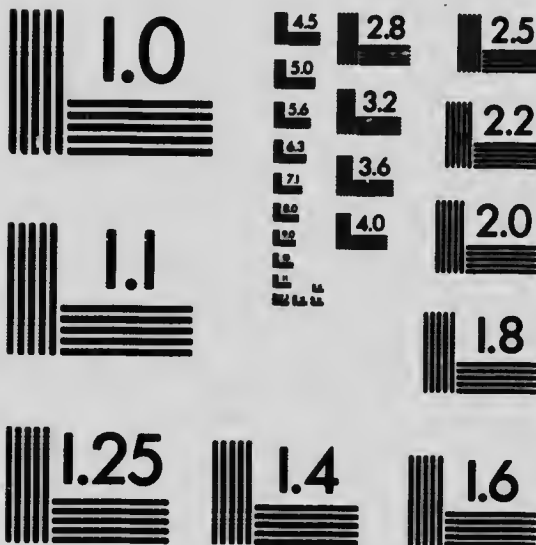
The chairman of a general meeting is, as a rule, the president, elected by the directors. The Dominion

(i) Chairman's Hand-book, p. 24.



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and Quebec Acts also expressly provide for the election of a vice-president, who may act in the absence of the regular chairman. It would be well if the regulations of all companies have a rule to provide:

If the president (or vice-president), or the chairman of the board of directors is not present to take the chair at any general or other meeting of the company, it will be competent for the members present, within fifteen minutes after the time appointed for holding the meeting, to choose some one of their number to preside thereat.

The tenure of office of chairman of boards or other corporate boards is regulated by law and custom. He is specially charged with the duty of considering the legal effect of notice, when such is required by law or regulation, and the regularity of motions and amendments thereto. But both legislature and judiciary protect them while according them full responsibility in their position. Accordingly the decision of a majority of a duly constituted meeting will be upheld, although attended by technical informalities, provided that such irregularity has arisen through mistake or inadvertence, is unmarked by fraud, and causes no individual wrong.

The chairman has *prima facie* an authority to decide all questions which arise at a meeting and which necessarily require decision at the time, and the entry by the chairman in the minute book of the result of a poll, or of his decision on a matter of procedure, is *prima facie* evidence of that result, and of the correct-

ness of that decision (*j*). Legal protection is afforded to the chairman of shareholders' meetings as regards the mode by which he obtained the decision of the meeting, establishing that, unless a poll is demanded, his declaration that a resolution has been carried shall be deemed conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The principle thus established may be extended to that very customary usage under which a chairman, assured that the meeting comprehends the proceeding and consents thereto, declares that a motion springing from the ordinary course of business is agreed to without formally putting the question thereon to the vote (*k*).

It has been decided in the English courts that if a chairman improperly refuse to put an amendment, the resolution, if passed, is not binding (*l*).

9. RESOLUTIONS.

The regulations of a company generally provide that divers acts shall be done by the company in general meeting. The company expresses its will by its consent given by a resolution of the members present in person or by proxy, where proxies are allowed at a general meeting of the company. Whether the meet-

(*j*) *Indian Zoedone Co.*, 26 Ch. D. 70.

(*k*) *Palgrave*, p. 47.

(*l*) *Henderson v. Bank of Australasia*, 62 L. T. 869, and on App. 6 Times L. R. 424, *Buckley*, 186.

ing should be an ordinary or an extraordinary one must depend on the nature of the business and the regulations. Notice must be given of special resolutions (see *above*, p. 164), and it must be duly submitted by the chairman to the decision of the meeting when debate thereon is closed as in the case of all motions in all public assemblies (see *above*, p. 16). A resolution which for want of sufficient notice is invalid cannot be ratified by a subsequent general meeting, for the powers of the latter are limited to acts within the laws or regulations (*m*).

10. BOOKS.

Palmer gives the following books as necessary for the correct transaction of the business of every company:—

1. Register of members, p. 80.
 2. The share ledger, App. Form. 23.
 3. Register of documents, containing particulars of all documents not recorded in other books.
 4. The certificate book contained forms of certificates of title, p. 5.
 5. Transfer register.
 6. Transfer certificate book, p. 13.
 7. Minute books of general meetings [see *above*, p. 170].
 8. Directors' minute book [see *above*, p. 170].
 9. Directors' attendance book.
 10. Seal book.
 11. Postal book.
 12. Register of mortgages, p. 34.
- (*m*) *Lawes's Case*, 1 D. M. & G. 421.

Full particulars of these several books will be found in the same authority.

The Dominion, Ontario and Quebec Companies' Acts provide that the books kept by the secretary or some other officer, specially charged with that duty, shall duly record:

"A copy of the letters patent incorporating the company, and of any supplementary letters patent issued to the company, and of all by-laws thereof; the names, alphabetically arranged, of all persons who are and have been shareholders; the address and calling of every such person while such shareholder.

"The number of shares of stock held by each shareholder.

"The amounts paid in and remaining unpaid, respectively on the stock of each shareholder; all transfers of stock, in their order as presented to the company for entry, with the date and other particulars of each transfer, and the date of the entry thereof: and the names, addresses, and calling of all persons who are or have been directors of the company with the several dates at which each person became or ceased to be such director."

11. VOTING.

The regulations of every company should contain provisions relative to the voting at shareholders' meetings. The general rule, laid down in the Companies' Acts of the Dominion and the Provinces, is that each shareholder is entitled to as many votes as he owns shares, but he must have paid all calls and not be in arrears thereon. Shareholders may also vote by proxy, according to the universal practice of joint stock companies, though no such right exists by common law. But should the law or the regulations fail to authorize

voting by proxy, votes must be given personally. A lunatic or idiot, under the English law or articles, may vote by his guardian or trustee, and the same is the case with minors as a rule. But it has been laid down that if one or more persons are entitled to a share or shares the member whose name stands first on the register of members as one of the holders of such shares shall be entitled to vote in respect of same. A person is generally, by the Companies' Acts, entitled to vote on shares held by him in trust, and *semble* even where he is a trustee for the company itself, if his name appears on the register as the holder of such shares in trust (*n*).

The company have no right to enquire into the beneficial ownership or to reject votes on the ground that a member is by the regulations restricted to so many votes altogether, and that other registered shareholders who vote are really nominees of his, and that he is thus exceeding the limited number (*o*). A shareholder is entitled to increase his voting power by transfers to nominees (*p*).

Regulations generally provide for a show of hands, but if there is no such provision then the voices may be taken as in parliament. A vote by show of hands is obtained by challenging the chairman's opinion

(*n*) Warde, pp. 39, 40.

(*o*) *Pender v. Lushington*, 6 Ch. D. 70.

(*p*) *Stranton Iron Co.*, 16 Eq. 559. Palmer's Precedents, 287.

regarding the voices of the meeting. He will then direct that the vote be so taken. Tellers will be appointed, one for the yeas and one for the nays from the respective party or side on which each declared himself by his voice in the first instance. The vote is taken as in all such cases (see *above*, p. 96).

By common right a chairman has no casting vote if the number of votes is equal. The law or the regulations, however, generally provide that the chairman of companies and boards is empowered to vote as an ordinary member, and then to give as chairman a second or casting vote in case of an equality of votes (*q*). The chairman must give his vote while the vote of the other members is being taken—first, generally, and before the tendency of the votes is visible. “It would therefore be a grave irregularity if a chairman reserved his votes and gave, if the number proved uneven, *i.e.*, 7 yeas to 6 nays, first to the noes his vote as member, and then his casting vote as chairman” (*r*).

It is best for the chairman always to declare the number of hands for or against a motion, though he is not bound to do so unless the regulations or rules so provide. In a show of hands a chairman will look to the number of hands only, and not take into account

(*q*) This is generally done in union, labour and other organizations.

(*r*) Palgrave, p. 17.

the votes which the owner of each represents in person or as proxy.

A shareholder is entitled to vote as he pleases and to consult his own interest provided his vote be *bona fide* and not contrary to public policy (s), and in the absence of anything in the articles or regulations to the contrary he is not debarred from voting on a question in which he is personally interested (t), and his vote, if not impeachable for fraud, may in fact determine the matter in his own favour by turning the scale (u).

It is observed by a high authority that "in the case of a meeting charged with a legal duty to pass a resolution or to perform an act, the members who abstain from voting are held, by their presence during the vote, to be acquiescent in the decision of the majority, and to impart validity to the proceeding if their votes, had they been given, were essential thereto. So also when to pass a valid resolution, a meeting required the votes of the majority of those present, or is subjected as regards its mode of voting to any special provision, members who abstain from voting when a question is put from the chair may, by their presence, render inoperative the transaction in which they refrained to join. And to prevent such misadventure, a rule (v) is in common use which provides that every

(s) *Elliott v. Richardson*, L. R. 56; Buckley, 484.

(t) *London & Mercantile Discount Co.*, 1 Eq. 277; Buckley, 484, 485.

(u) *N. W. Transp. Co. v. Beatty*, 12 App. Cas. 589, 593.

(v) Palgrave, p. 40.

question shall be decided by a majority of the votes of the members present, 'and voting on that question.' ”

As a general rule, however, no liability arises from the neutrality of members of a meeting, called for the purpose of discussion, or of shareholders' meetings, as the vote of a shareholder is not a trust, but a proprietary right, subordinate to the owner's freedom of will. A shareholder is entitled if he pleases, to execute his proprietary right in a manner entirely adverse to what others may think the interests of the company as a whole, and from motives or promptings of what he considers his own individual interest (*w*). But even the shareholder's freedom of vote is limited by this; that he must use his power consistently with the constitution of the corporation whose affairs he is entitled to control. So that if the majority affirm a proposition which is *ultra vires* the minority are not bound (*x*).

When a show of hands has been taken, or at any time, according to the regulations, a poll may be taken.

By "poll" is meant that mode of voting by which each voter, by his personal act either orally or in writing, delivers his vote to an appointed officer. This method of voting is accordingly the regular and common law mode of taking the vote of a meeting, entrusted with legal responsibilities. A poll, therefore,

(*w*) *Pender v. Lushington*, 6 Ch. D. 70.

(*x*) *Menier v. Hooper's Telegraph Co.*, 9 Ch. D. 350; Buckley, 485.

unless forbidden by the clear words of a statute, or by the regulations, may be demanded on any question put to such meeting, as of right.

But the chairman (*y*) is not bound to grant a poll unless it is demanded in accordance with the regulations. Any qualified person under the common law may demand a poll (*z*). But a proxy authorizing a person to vote does not authorize him to demand a poll (*a*). When it is known that the persons demanding a poll are duly qualified, the chairman will read out the demand, and state that he grants the same and fix the time where and when the poll will be taken, and if necessary the meeting will be adjourned. The question sometimes arises whether a poll can be taken at once; that is, without an adjournment. This depends on the regulations. If they give express authority, as well framed regulations do, to take the poll "either at once or after an adjournment," the poll can be taken accordingly, and even if there is no such authority; that is, if it is to be taken "in such manner as the chairman directs," it has been ruled in the English courts that where voting by proxy is allowed the poll may be taken at once (*b*).

(*y*) "In the absence of regulations to the contrary the chairman is the person to grant a poll." *Reg. v. Hedges*, 12 A. & E. 159; *Palmer's Precedents*, 286.

(*z*) *Reg. v. Wimbledon Local Board*, 8 Q. B. D. 459; *Buckley*, 484, citing other cases.

(*a*) *Haven Gold Mining Company*, 20 Ch. D. 156, 157; *Buckley*, 483.

(*b*) *Chillington Iron Co.*, 29 Ch. D. 159; *Buckley*, 483, 484.

Not unfrequently it is convenient, if the regulations allow, to take the poll at once, but this is not always practicable in the case of companies with a numerous list of voters. Indeed it should be always borne in mind that a poll is an appeal to the whole constituency and is taken in order to ascertain the sense of the general body of persons qualified to vote, and to give others besides those who are present when the poll is demanded power to come in and exercise their right of voting, and in order to ascertain whether the voters have the qualification which is required in order to entitle them to exercise the privilege of voting (c).

Unless the regulations otherwise require, a poll need not be demanded publicly; it is sufficient if the chairman acts on a private demand (d). Where the regulations give power to adjourn "with the consent of the meeting," the chairman cannot adjourn to take even a poll without that consent.

When a poll has been granted, the chairman will fix it by providing: "The poll on [*state question*] will be taken on next, the th inst. [*or proximo*] between the hours of and , at the regular office of the company," or "here as soon as the other business of this meeting has been transacted."

In case of a large company with many shareholders, one or more scrutineers may be appointed to compute the votes at a poll, and report to the chairman. The

(c) *Per Cotton, L.J., Reg. v. Wimbledon*, 46 L. T. 47.

(d) *Re Phœnix Co.*, 48 L. T. 260.

meeting can appoint scrutineers (*e*), even if the regulations do not provide for a scrutiny. Very commonly they are appointed by the chairman with the assent of the meeting (*f*). Sometimes in small companies the chairman acts as scrutineer (*g*).

The following tabular form is generally provided as a convenient way of recording the poll in accordance with the regulations:

NAMES OF MEMBERS.	NUMBER OF SHARES.	NUMBER OF VOTES.	OBSERVATIONS.	VOTES GIVEN.	
				FOR.	AGAINST

At the time appointed for taking the poll, the members who vote personally will come up to the voting table and write their names on sheets of paper marked "for" or "against" the motion as the case may be. A member voting as proxy for another will write down his own name and also that of the person whose proxy he is, that is "John Smith, by W. Jones his proxy." The following is a form of proxy:

(*e*) *Wandsworth Co. v. Wright*, 22 L. T. 404.

(*f*) *Palmer's Precedents*, 286.

(*g*) *Ibid.*

PROXY.

THE TORONTO STEEL COMPANY, LIMITED.

I, John Smith, of the City of Halifax, in the province of Nova Scotia, in the Dominion of Canada, being a holder of two hundred shares of the said company, do hereby appoint and authorize Philip Thompson, of the city of Toronto, Esquire, to vote for me, and on my behalf at the ordinary [or extraordinary, as the case may be] general meeting of the said company, to be held on the 19th day of May next, in the year of our Lord one thousand eight hundred and ninety-three, and at any adjournment of the said meeting that may be held within the present year.

Witness my hand and seal this fourteenth day of April, one thousand eight hundred and ninety-three.

Signed in presence of

JOHN SHARPE,
Halifax.

[Seal.] JOHN SMITH.

Sometimes it is arranged that a member signing his own name shall be deemed to vote for himself and for all those whose proxy he is.

The question who is to vote upon a certain share of stock is, as a general rule, answered by reference to the corporate transfer book. In fact, all the books relating to the shares should be at hand in case of the right of members to vote being questioned.

Where a member proposes to vote on a poll as proxy, it should be ascertained:—

1. That the shareholder appointing him has a right to vote.
2. That the proxy himself is qualified to act.

3. That the instrument appointing him is in proper form, and deposited in due time.

4. That notice of revocation has not been given.

A shareholder may revoke the appointment of a proxy at any time, but a vote given by the proxy before the revocation reaches the company will be valid. In case of a revocation the shareholder ought before the meeting to write to the company, giving notice of the revocation. If in attendance he can hand a revocation to the chairman. If the proxy has the words, "in my absence to attend and vote," personal attendance revokes the instrument.

If a vote is found invalid by reason of arrears in calls and so forth, the chairman or scrutineer will reject the same and state the cause in the column of the form devoted to observations.

The chairman may also vote on his shares as any other member, though he may have the casting vote by law in case of a tie besides. A voter may vote at the poll even though not present when the poll was demanded (*h*).

The votes having all been taken, the chairman or scrutineers will enter them in the list of votes, in the column "for" or "against" as the case may be.

When the poll is finally closed, the scrutineers should make a report in writing of the result to the chair-

(*h*) *Campbell v. Maund*, 5 A. & E. 865; *Palmer's Precedents*, 286.

man. The latter will then state the result to the meeting, or adjourn the meeting as may be decided, and declare the motion has been carried or negatived.

When a poll has been demanded and taken the show of hands goes for nothing, and the decision of the meeting depends upon the result of the poll (*i*), and in contemplation of law the meeting continues until the poll has been fully taken (*j*). If the poll is not completed on the day on which it is commenced it must be continued subsequently, for the chairman is not entitled to close the poll whilst votes are coming in (*k*); to shut out and exclude a voter may invalidate a poll (*l*); but the chairman is not bound to wait for hours to see if votes may come in (*m*). Nevertheless the chairman may direct the continuation of the poll at a subsequent period in order to give an opportunity to other voters to come in (*n*). To appoint a subsequent day for the taking or completion of the poll is not an adjournment of the meeting, although it in effect continues the meeting (*o*), but it is usual

(*i*) *Anthony v. Seger*, 1 Hag. Cas. Consis. 913; Palmer's Precedents, 286.

(*j*) *Reg. v. Wimbledon*, 30 W. R. 402, and 46 L. T. 47; Palmer's Precedents, 286.

(*k*) *Reg. v. St. Pancras*, 11 Ad. & E. 15; *Reg. v. Graham*, 9 W. R. 738; Palmer's Precedents, 286.

(*l*) *Reg. v. Lambeth*, 8 Ad. & E. 356.

(*m*) *Ibid.*

(*n*) Palmer's Precedents, 286.

(*o*) *Reg. v. Chester*, 1 Ad. & E. 342; *Reg. v. Wimbledon*, *ubi supra*.

to adjourn the meeting to hear the result. Sometimes there is no formal adjournment, but it is arranged that notice of the result shall be given, and to this the authorities say there would not seem to be any legal objection (*p*). If the meeting is adjourned to hear the result of a poll, the chairman will, at the adjourned meeting, state the result.

Unless some provision to the contrary is found in the charter or other instrument by which the company is incorporated, the resolution of a majority of the shareholders duly convened upon any question with which the company is legally competent to deal is binding upon the minority, and consequently upon the company (*q*).

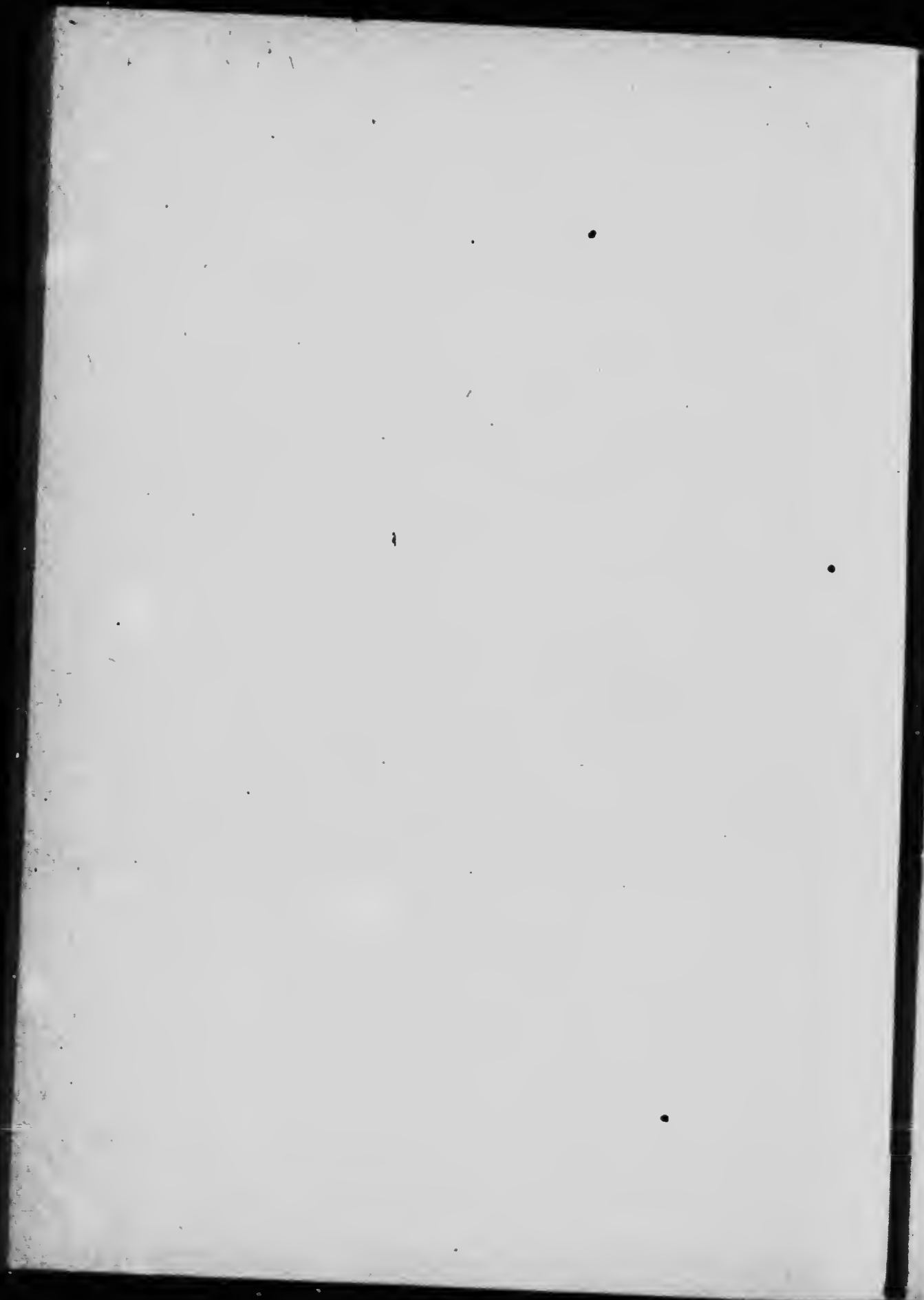
A majority of the votes passed at a poll on an election or a particular question decides the result. This majority need not be an actual numerical majority of all the votes which all the stockholders have, but only the majority of the votes cast.

In the case of a ballot—as required by the Dominion, Ontario and Quebec Companies' Acts for the election of directors—the ballot papers should be prepared beforehand by the secretary, or chairman, or scrutineers, so that there will be one vote for every share of stock owned by a shareholder. The back of each paper should be initialled by the secretary or

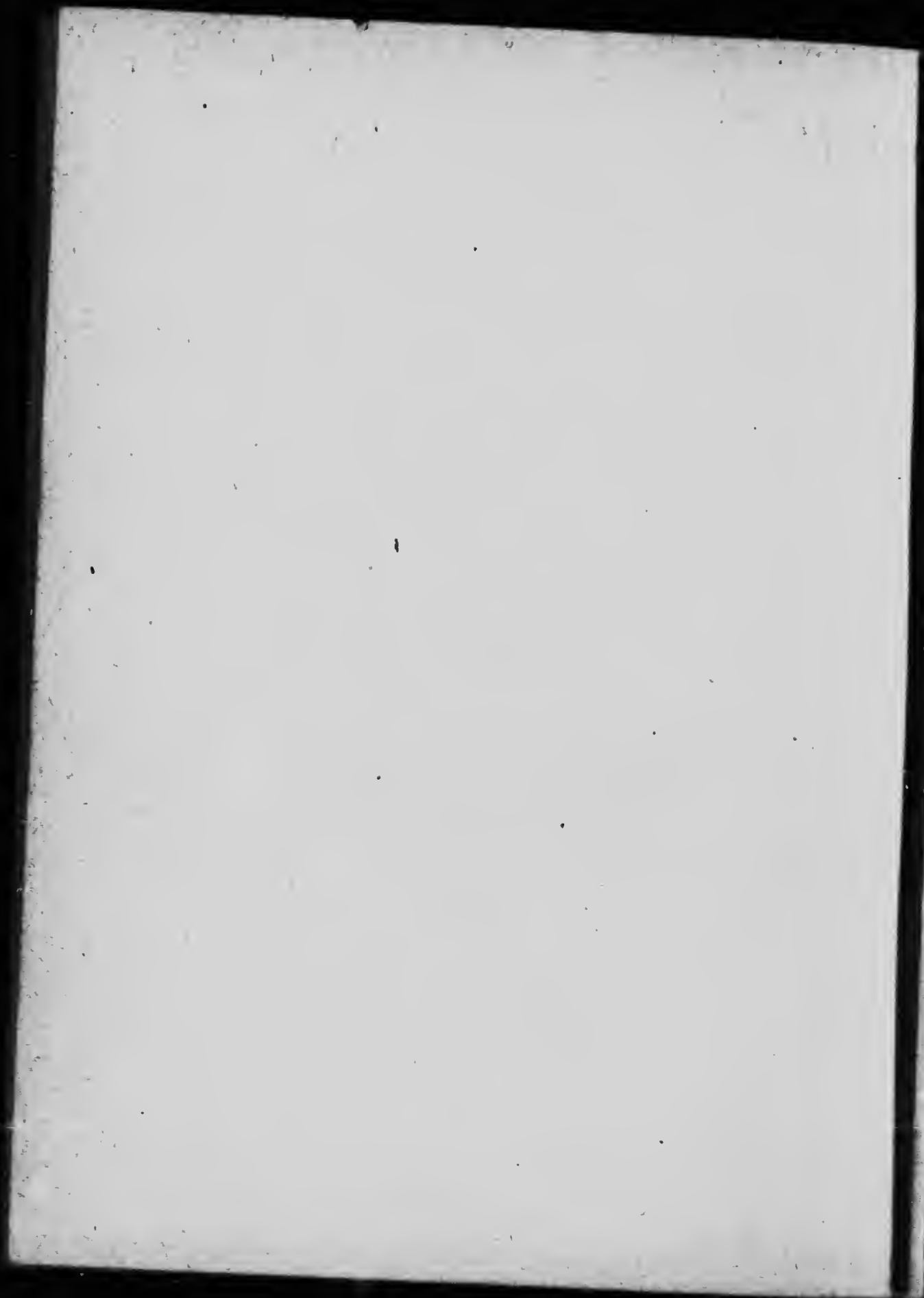
(*p*) Palmer's Precedents, 286.

(*q*) *N. W. Transp. Co. v. Beatty*, 12 App. Cas. 589, 593; cf. *Farrar v. Farrars, Ltd.*, 40 Ch. D. 395; Buckley, 485.

scrutineers or chairman, as it may be arranged, to prevent fraud, and the ballot taken as in all similar cases. (See *above*, pp. 107, 108). All the usual precautions should be taken (as set forth *above*, pp. 185, 186), that the voter has a right to vote. When he offers his vote, reference should be made to the proper list and his name duly checked against his shares. The ballots should be counted only when the vote is concluded; but no attempt should be made to record a member's vote when he deposits it as in the case of an ordinary poll (see *above*, p. 184), as the meaning and object of a ballot in secrecy.



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ANALYTICAL INDEX

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