



Association of Remedial Masseurs Inc.

Special Resolution

How is a special resolution passed?

A special resolution must be passed at a general meeting in the following manner.

- Written notice must be given to members specifying the intention to propose the resolution as a **Special Resolution** at least 21 days prior to the date of the general meeting.
- The notice must set out the proposed resolution.
- A quorum must be present at the meeting. (*Five members entitled to vote constitute a quorum*)
- At least three-quarters of those members voting must vote in favour of the resolution for it to be passed. The votes **must be in person** at the general meeting **or by proxy** (see Proxy below) if allowed by the rules.

A declaration by the person chairing the meeting that the resolution has been carried as a special resolution is taken to be evidence of that fact unless, during the meeting at which the resolution is submitted, a poll is demanded.

Voting

The rules of the association will specify the eligibility of members in relation to voting

The rules must specify whether proxy voting is allowed and, where appropriate, any requirements, restrictions and procedures relating to proxy voting.

Unless the rules provide otherwise a resolution put to the vote of the meeting will be decided by a show of hands. However, the rules may provide that a poll may be requested by a specified number of members.

Proxies

The rules of the association must specify whether members are entitled to vote by proxy at general meetings. (ARM rules do allow this; *Handbook, Part IV General Meetings/31-32.*) A proxy is a person authorised to vote on behalf of another person. The term 'proxy' is also used to denote the document appointing that person. Normally proxy votes are cast only in the event of a poll, that is, not on a show of hands.

If the Model Rules apply, each member is entitled to appoint another member as proxy by **notice given to the secretary before the time of the meeting** in respect of which the proxy is appointed. The notice appointing the proxy is to be in the ARM Proxy form. No member may hold more than **five** proxies.

Poll

A poll is a method of voting on a motion where votes are cast in writing. The rules of an association may make provision for the manner in which a poll may be demanded.

At any meeting where a special resolution is submitted to the members a poll may be demanded:

- by at least 5 members of the association present in person or, where proxies are allowed by proxy, or
- where the rules of the association make provision for the manner in which a poll may be demanded - in accordance with the rules. (*Handbook, Part IV General Meetings/29.*)

A declaration by the person chairing the meeting as to the result of a poll taken pursuant to a demand as referred to above is normally sufficient evidence of the matter so declared.

What majority do you need for resolutions?

An ordinary resolution requires a simple majority (that is - 51%) of those voting in order to be passed.

A **Special Resolution** requires at least a **75% majority of those voting** in order to be passed. The votes **must be in person** at the general meeting **or by proxy**, if allowed under the rules.

Note - this does not mean it is the required majority of all voting members.

For example, if an association has 100 members entitled to vote and only 50 members attend the meeting or give a proxy, then an ordinary resolution will be passed if 26 members vote in favour of it. A special resolution would be passed if 38 members vote in favour of the special resolution.