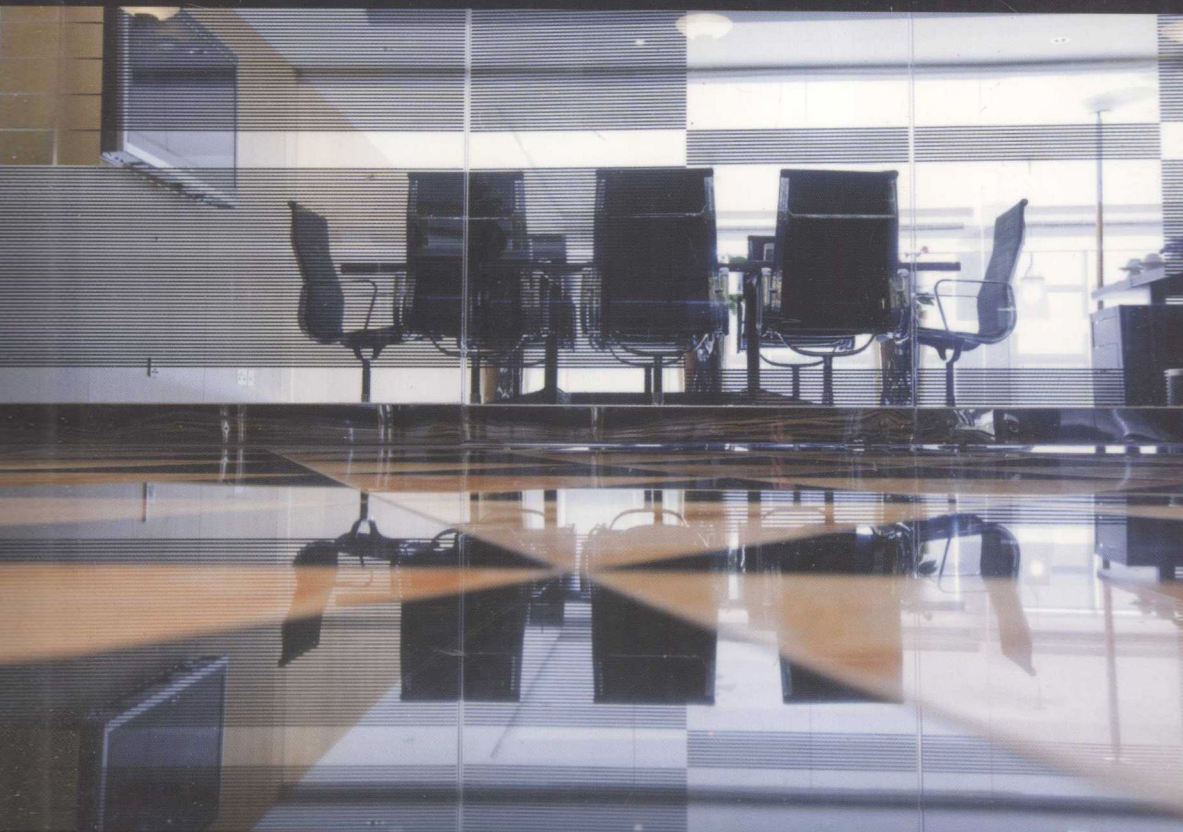


A D LANG



HORSLEY'S MEETINGS

PROCEDURE, LAW AND PRACTICE

6TH EDITION

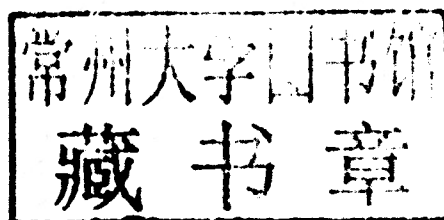
Horsley's Meetings

Procedure, Law and Practice

6th edition

A D Lang

BA (Hons), LLB (Melb)
Barrister



LexisNexis Butterworths
Australia
2010

LexisNexis

AUSTRALIA	LexisNexis Butterworths 475–495 Victoria Avenue, Chatswood NSW 2067 On the internet at: www.lexisnexis.com.au
ARGENTINA	LexisNexis Argentina, BUENOS AIRES
AUSTRIA	LexisNexis Verlag ARD Orac GmbH & Co KG, VIENNA
BRAZIL	LexisNexis Latin America, SAO PAULO
CANADA	LexisNexis Canada, Markham, ONTARIO
CHILE	LexisNexis Chile, SANTIAGO
CHINA	LexisNexis China, BEIJING, SHANGHAI
CZECH REPUBLIC	Nakladatelství Orac sro, PRAGUE
FRANCE	LexisNexis SA, PARIS
GERMANY	LexisNexis Germany, FRANKFURT
HONG KONG	LexisNexis Hong Kong, HONG KONG
HUNGARY	HVG-Orac, BUDAPEST
INDIA	LexisNexis, NEW DELHI
ITALY	Dott A Giuffrè Editore SpA, MILAN
JAPAN	LexisNexis Japan KK, TOKYO
KOREA	LexisNexis, SEOUL
MALAYSIA	Malayan Law Journal Sdn Bhd, SELANGOR DURAL EHSAN
NEW ZEALAND	LexisNexis, WELLINGTON
POLAND	Wydawnictwo Prawnicze LexisNexis, WARSAW
SINGAPORE	LexisNexis, SINGAPORE
SOUTH AFRICA	LexisNexis Butterworths, DURBAN
SWITZERLAND	Staempfli Verlag AG, BERNE
TAIWAN	LexisNexis, TAIWAN
UNITED KINGDOM	LexisNexis UK, LONDON, EDINBURGH
USA	LexisNexis Group, New York, NEW YORK LexisNexis, Miamisburg, OHIO

National Library of Australia Cataloguing-in-Publication entry

Author:	Lang, Anthony David.
Title:	Horsley's Meetings: Procedure, Law and Practice.
Edition:	6th edition.
ISBN:	9780409326420 (pbk).
Notes:	Includes index.
Subjects:	Meetings — Law and legislation — Australia.
Dewey Number:	346.9406.

© 2010 Reed International Books Australia Pty Ltd trading as LexisNexis

1st edition 1978; 2nd edition 1983; 3rd edition 1989; 4th edition 1998; 5th edition 2006.

This book is copyright. Except as permitted under the Copyright Act 1968 (Cth), no part of this publication may be reproduced by any process, electronic or otherwise, without the specific written permission of the copyright owner. Neither may information be stored electronically in any form whatsoever without such permission.

Inquiries should be addressed to the publishers.

Typeset in Adobe Garamond and Kabel.

Printed in Australia by Ligare Pty Ltd (NSW).

Visit LexisNexis Butterworths at www.lexisnexis.com.au

Horsley's
Meetings

Procedure, Law and Practice

6th edition

Previous editions

1st edition

Mervyn G Horsley, *Meetings: Procedure, Law and Practice*, 1978

2nd edition

W John Taggart, *Horsley's Meetings: Procedure, Law and Practice*, 1983

3rd edition

W John Taggart, *Horsley's Meetings: Procedure, Law and Practice*, 1989

4th edition

A D Lang, *Horsley's Meetings: Procedure, Law and Practice*, 1998

5th edition

A D Lang, *Horsley's Meetings: Procedure, Law and Practice*, 2006

Foreword

This is an excellent book. My association with it (as a consumer of its content) goes back many years, almost to my first day as a barrister. The book has served me well and its enduring character (as evidenced by yet another edition) suggests that there are many more grateful consumers. It is with much pleasure that I congratulate its author on the publication of the 6th edition.

To those who may think that a book titled 'Meetings: Procedure, Law and Practice' deals with inconsequential issues of peripheral importance to our society, let me dispel those first impressions.

In 1948, the United Nations General Assembly adopted the Universal Declaration of Human Rights. This was the first occasion that the world community of nations agreed upon a comprehensive statement defining universal human rights. One of the relatively few rights identified was the Article 20 right to freedom of assembly and association. In 1966, the United Nations adopted the International Covenant on Civil and Political Rights, which Australia later ratified. Article 22 of the ICCPR provides that everyone shall have the right to freedom of association with others.

Freedom of association is a fundamental human right. A common expression of that right is the formation of associations of people and their assembly at a meeting. Each of us has the inalienable right to combine with others. That right is an individual right to join and participate in the affairs of the collectives we form.

Whilst you may not have perceived this book to be a human rights text, my first point about its importance is that its subject matter engages a fundamental human right of great importance to us all.

As herd animals, we like to exercise our right to associate and we do so often. Whilst our family is our most common and usually our most important collective, people form and participate in associations and organisations for business, political and social purposes. Not only do we collectivise as individuals but we also collectivise our associations to form associations of associations — federations, confederations, leagues and alliances of everything from sporting teams to nation states.

My second point about the importance of this book is that it deals with a form of human interaction which pervades every form of human endeavour. Associations and organisations are ubiquitous — partnerships,

corporations, trade unions, political parties, community groups, charities, religions and sporting clubs, to mention but a few.

Thirdly, because of the importance of our right to associate and because of the ubiquitous nature of the associations we have formed, it is crucial to our society that there be normative rules of behaviour which control and regulate the interactions of people that occur within the associations they have formed. Normative rules have been established by both the common law and by statute and are identified and clearly explained in this book.

Now that you understand both the importance of this book and its subject matter, I shall leave you to explore its content. I do so with the commendation that its author (a distinguished expert in the field) has here made a valuable contribution to our understanding of this branch of the law.

The Honourable Justice Mordy Bromberg
Federal Court of Australia
Melbourne
9 July 2010

Preface

Healthy sales of the 5th edition have meant that a decision had to be made whether to reprint that edition or produce a new one. At the publisher's urging, I have taken the latter course.

In the four years since the last edition, there have not been any major legislative changes affecting the law of meetings. The only significant development in the companies context has been the decision of the Commonwealth Government not to proceed with the Corporations Amendment Bill (No 2) 2006, following the release by Treasury of an exposure draft. The Bill would have made a number of reforms to the procedures for company general meetings, including abolition of the so-called '100 member rule' in s 249D of the Corporations Act, under which a comparatively small number of shareholders can require a company to hold a general meeting. Despite widespread support from the business sector and interested professional bodies, the Bill did not receive the necessary agreement from the states and territories, and was therefore not introduced into parliament.

There have, however, been various case law developments since the last edition, and the relevant chapters have in each instance been updated and revised to reflect these. I have also taken the opportunity to rewrite some parts of the text to make them easier to follow.

My thanks are due to a number of people who have assisted with the new edition. First, to the Honourable Justice Mordy Bromberg of the Federal Court of Australia for the stimulating remarks he has made in the foreword. Second, to my colleague David Klempfner of the Victorian Bar, who has again contributed the chapter on defamation. And finally to the publisher's staff, in particular Carolyn Chamberlain for her patience and understanding.

As with the 4th and 5th editions, I wish to acknowledge the forbearance of my family in the preparation of this new edition. Thank you Melinda, Robbie and Emma.

A D Lang
Aickin Chambers
Melbourne
30 June 2010

Table of Cases

References are to paragraphs

- ABC v O'Neill (2006) 8.31
- Aberfeldie Gold Mining Co v Walters (1876) 11.16, 21.10
- Adam v Ward [1917] 8.17, 8.23
- Adams v Adhesives Pty Ltd (1932) 21.10
- Allen v Gold Reefs of West Africa Ltd [1900] 21.14
- v Hagger (1983) 4.2, 4.3
- v Jarrad (1974) 4.11
- v Townsend (1977) 11.2
- Alma Spinning Co (Bottomley's case), Re (1880) 5.1, 5.3
- Anaray Pty Ltd v Sydney Futures Exchange Ltd (1982) 5.10
- Ansett v Butler Air Transport Ltd (No 2) (1958) 16.8
- v Guinea Airways Ltd [1945] 16.5
- Anthony v Seger (1789) 15.4
- ANZ Nominees Ltd v Allied Resources Corporation Ltd (1984) 16.5
- Aqua-Max Pty Ltd v MT Associates Pty Ltd (2001) 5.6
- Arcus v Castle [1954] 9.1, 9.2
- Armstrong v Landmark Corporation Ltd [1967] 16.6
- Arnot v United African Lands Ltd [1901] 14.12
- Aspinall v Sutton [1894] 4.12
- Attorney-General v Davy (1741) 14.18
- Atwool v Merryweather (1867) 14.18
- August Investments Pty Ltd v Poseidon Ltd (1971) 18.7
- Austplat Minerals NL, Re (1990) 5.10
- Australian Hydrocarbons NL v Green (1985) 21.17, 21.31
- Australian Innovation Ltd v Petrovsky (1996) 21.9
- Australian Koyo Ltd, Re (1984) 21.31
- Australian Securities and Investments Commission v NRMA Ltd (2002) 21.10
- Australian Workers' Union, Re (1983) 11.3
- Ayres v Chacos (1972) 4.12
- Baillie v Oriental Telephone & Electric Co Ltd [1915] 4.16, 10.20
- Ball v Metal Industries Ltd [1957] 21.10
- v Pearsall (1987) 5.4, 5.11, 5.14, 13.12
- Ballan Pty Ltd, Re (1993) 6.6
- Ballina Shire Council v Ringland (1994) 8.4
- Bancorp Investments Ltd v Primac Holdings Ltd (1984) 4.16
- Barron v Potter [1914] 4.1, 5.6
- Barter v Maher (1972) 11.2
- Bean v Flaxton Council [1929] 19.20
- Beatty v Gillbanks (1882) 1.21, 7.14
- Beck v Tuckey Pty Ltd (2004) 21.13
- Bell v Burton (1993) 1.16, 4.16
- Bell Resources Ltd v Turnbridge Pty Ltd (1988) 4.19, 13.10, 21.14
- Bennetts v Board of Fire Commissioner of NSW (1967) 14.10
- Berglund v Graham [1927] 1.20
- Betts & Co Ltd v Macnaghten [1910] 4.16, 10.20, 18.16
- Bishop of Chichester v Harward (1787) 14.14
- Blair Open-Hearth Furnace Co v Reigart (1913) 15.9
- Bland v Buchanan [1901] 14.5, 14.14

- Blunt v Heslop (1838) 18.28
 Bombay-Burmah Trading Corp Ltd
 v Shroff [1905] 16.4, 16.5
 Bradley Egg Farm Ltd v Clifford [1943]
 8.4
 Brick and Pipe Industries Ltd
 v Occidental Life Nominees Pty Ltd
 [1992] 21.2
 Brickworks Ltd v Warringah Shire
 Council (1963) 11.1
 British Flax Producers Co Ltd,
 Re (1889) 15.6
 British Provident Life & Fire Insurance
 Society, Re (1863) 18.16
 Broadway Motors Holdings Pty Ltd
 (in liq), Re (1986) 21.31
 Brougham v Melbourne Banking
 Corporation Ltd (1880) 5.6
 Brown v British Abrasive Wheel Co Ltd
 [1919] 14.10
 Browne v La Trinidad (1887) 4.15
 Bruner v Moore [1904] 18.28
 Burton v Bevan [1908] 18.14
 Bushell v Faith [1970] 21.22
 Bryanston Finance v de Vries [1975]
 8.23
 Byng v London Life Assurance Ltd
 [1990] 6.5, 13.6
 Byrne v Deane [1937] 8.12
 — v Siemens Bros Dynamo Works Ltd
 [1919] 21.26

 Campbell v Australian Mutual
 Provident Society (1906) 7.9,
 10.23, 16.6
 — v — (1908) 16.11
 — v Crawford (1985) 4.16
 — v Higgins (1957) 4.4, 4.11
 — v Maund (1836) 15.2, 15.3, 15.8
 Canberra Labor Club Ltd, Re (1986)
 4.4
 Cannon v Trask (1875) 4.9
 Caratel (New) Mines Ltd, Re [1902]
 14.12
 Carlton Cricket & Football Social Club
 v Joseph [1970] 8.4
 Cassidy v Daily Mirror [1929] 8.9
 Catesby v Burnett [1916] 9.7, 13.8
 Cawley & Co, Re (1889) 3.8, 18.15

 Chapman v Ellesmere [1932] 8.19,
 8.20
 Charlton v Barkly Reef Gold Mining
 Co (1877) 4.14
 Chillington Iron Co, Re (1885)
 15.6
 Choppington Collieries Ltd v Johnson
 [1944] 4.17
 CIC Insurance Ltd v Hannan & Co Pty
 Ltd (2001) 21.30
 Clamp v Fairway Investments Pty Ltd
 [1971–73] 5.1
 Clark v University of Melbourne [1978]
 10.6
 Clements Marshall Consolidated Ltd
 v ENT Ltd (1988) 21.12
 Cleve v Financial Corporation (1873)
 4.17
 Clifton v Mount Morgan Ltd (1940)
 16.9
 Clinch v Financial Corporation (1868)
 10.20
 Coles Myer Ltd, Re; Lew v Coles Myer
 Ltd (2002) 16.6
 Colhoun v Green [1919] 4.16
 Collerton v MacLean [1962] 8.11
 Collins v Renison (1754) 7.15
 Colonial Gold Reef Ltd v Free State
 Rand Ltd [1914] 15.8
 Colorado Constructions Pty Ltd v Platus
 [1966] 6.1, 7.10, 18.7
 Compaction Systems Pty Ltd, Re
 [1976] 21.17
 Consolidated Trust Co Ltd v Browne
 (1948) 8.2
 Cook v Ward (1877) 19.20
 Cooper v Marr (1966) 11.2
 Cornfort v Royal Exchange Assurance
 Corp [1904] 18.28
 Cornwall v Woods (1846) 17.3
 Corpique (No 20) Pty Ltd v Eastcourt
 Ltd (1989) 13.8
 County of Gloucester Bank v Rudry
 Merthyr Steam & House Coal
 Colliery Co [1895] 5.15
 Cousins v International Brick
 Co [1931] 16.7, 16.8
 Cummings v Macks (2000) 4.16

 Daly v Gallagher [1925] 4.7, 10.20
 David Syme & Co v Canavan (1918)
 8.6

Table of Cases

- Davison v Vickery's Motors Ltd (in liq) (1925) 16.1
- Derbyshire County Council v Times Newspapers Ltd [1993] 8.4
- Development Underwriting (Qld) Pty Ltd v Weaver [1971] 18.28
- Devereaux Holdings Pty Ltd v Pelsart Resources NL (No 2) (1985) 4.16
- Dickason v Edwards (1910) 17.3
- Donohoe v Joynton-Smith (1948) 21.29
- Donrob Enterprises Pty Ltd v Queensland Petroleum Management Ltd (1988) 5.8
- Dougherty v Chandler (1946) 8.22
- Doyle v Falconer (1866) 7.15
- Duncan v Jones [1936] 1.20, 7.13
- Duomatic Ltd, Re [1969] 21.2
- East v Bennett Bros Ltd [1911] 1.15, 21.12
- Eastern Resources of Australia Ltd v Glass Reinforced Products (GRP) Pty Ltd [1987] 4.16
- Efstathis v Greek Orthodox Community of St George [1989] 4.17, 10.20, 21.15
- Egger v Chelmsford [1965] 8.22
- El Sombrero Ltd, Re [1958] 21.13
- Emmens v Pottle (1885) 8.25
- English, Scottish & Australian Bank, Re [1893] 16.1, 16.6
- Ephstathis v Greek Orthodox Community of St George (1988) 4.17, 10.20, 21.15
- Ernest v Loma Gold Mines Ltd [1897] 14.12, 15.2, 16.4, 16.5
- Everett v Griffiths [1924] 11.7
- Exicom Ltd v Futuris Corp Ltd (1995) 21.4
- Fanagan v Kernan (1881) 6.4
- Faramus v Film Artistes' Assn [1964] 17.2
- Fauré Electric Co v Phillipart (1888) 22.8
- Ferguson, Re (1995) 1.16
- Ffrost (A) & Co Pty Ltd, Re [1993] 21.2
- Field v Receiver for Metropolitan Police District [1907] 1.21
- Fireproof Doors Ltd, Re [1916] 1.15, 5.7, 18.16, 19.2
- Fitzwood Pty Ltd v Unique Goal Pty Ltd (in liq) (2001) 14.11
- Flynn v University of Sydney [1971] 6.1, 7.10
- Forrest (AW & LM) Pty Ltd v Beamish (1998) 1.15, 4.2
- Forssberg, Ex parte; Re Warringah Shire Council (1927) 11.16
- Foss v Harbottle (1843) 14.18
- Foster, Ex parte; Re University of Sydney [1964] 11.1
- Fox v Allchurch [1926] 1.20
- Fraser & Co Ltd, Re (1896) 14.11
- Fruit & Vegetable Growers Assn Ltd v Kekewich [1912] 21.10
- Gem Exploration & Minerals NL, Re [1975] 21.4
- Giblin v British-Australian Land & Banking Co Ltd (1891) 21.20
- Gibson v Barton (1875) 18.28, 21.4
- Gooden v Davies [1934] 1.20
- GIGA Investments Pty Ltd (in liq), Re (1995) 1.16
- Gordon v Carroll (1975) 12.8
- Gould, Re Application by; Re Australian Railways Union (1957) 1.19, 7.8
- Green v R (1891) 5.4
- Greenwell v Porter [1902] 14.10
- Greymouth Point Elizabeth Railway & Coal Co Ltd, Re [1904] 5.10
- Grossmith, Ex parte (1841) 15.2
- Guise v Kouvelis (1947) 8.19
- Harben v Phillips (1883) 16.2, 16.5
- Harris (M) Ltd, Re [1956] 5.8
- Hartley Baird Ltd, Re [1955] 1.15, 5.11, 21.20
- Harvey v Adelaide & Hindmarsh Tramway Co Ltd (1881) 4.17, 10.5
- Hascard v Somany (1693) 14.15
- Hastings Deering Pty Ltd, Re (1985) 1.15
- Haven Gold Mining Co, Re (1882) 15.2
- Haycraft Gold Reduction & Mining Co, Re [1900] 4.3
- Hearts of Oak Assurance Co Ltd v James Flower & Sons [1936] 18.19, 21.29

- Helwig v Jonas [1922] 4.18
Henderson v Bank of Australasia (1890)
.... 4.16, 7.2, 9.4, 9.8, 10.9, 10.19
— v Louttit (1894) 5.11, 13.12
Herrman v Simon (1990) 21.2
Hickman v Kent & Romney
Sheepbreeders' Assn (1920) 14.11
Higgins v Nicol (1971) 1.16
— v O'Grady [1971] 1.16
Hill v Archbold [1968] 8.4
Hills Motorway Ltd, Re (2002) 1.18
Holmes v Keyes [1958] 15.3, 15.10
— v Life Funds of Australia Ltd [1971]
.... 4.17, 21.10, 21.16
Homer District Consolidated Gold
Mines, Re; Ex parte Smith (1888)
.... 4.11
Hooper v Kerr, Stuart & Co Ltd (1900)
.... 4.3, 21.9
Horbury Bridge Coal, Iron & Waggon
Co, Re (1879) 10.10, 10.12,
14.12
Horrocks v Lowe [1975] 8.21
Howard v Hill (1888) 16.5, 16.9
Howard's case [1866] 19.20
Hughes v Union Cold Storage Co
(1934) 10.20
Hulton v Jones [1910] 8.6
Humes Ltd v Unity APA Ltd (No 1)
[1987] 21.10
Indian Zoedone Co, Re (1884) 6.5,
9.3, 9.4, 18.16
Inglewood Mining Venture Ltd v Price
(1872) 4.22
Ingre v Maxwell (1964) 1.15
Isle of Wight Railway Co v Tahourdin
(1883) 21.10
Jackson v Hamlyn [1953] 13.14,
16.6
James v Evening Standard Newspaper
Co (1895) 23.6
— v Rymill [1933] 15.2, 17.2
Jennings, Re (1851) 18.11
Jervois Mining Ltd, Re; Campbell
v Jervois Mining Ltd [2009]
.... 16.10
John v Rees [1970] 13.6
John Fairfax Publications v Gacic
(2007) 8.3
John J Starr (Real Estate) Pty Ltd
v Robert R Andrew (Australasia) Pty
Ltd (1991) 7.9, 18.7
Johnson v Beitseen (1989) 4.7, 10.6,
13.8, 14.14
Johnston, Dunster & Co, Re (1891)
.... 5.3, 21.20
Jones (RE) Ltd, Re (1933) 14.12
Kamara v Director of Public
Prosecutions [1974] 1.21
Katoomba Coal & Shale Co Ltd,
Re (1892) 4.7
Keep v Hurstville Soldiers' Memorial
Hall Club Ltd (1963) 17.9
Kelantan Coco Nut Estates Ltd,
Re [1920] 5.8, 16.3
Kelly v Wolstenholme (1991) 6.3
Keogh v Burnside City Corporation
(1992) 11.16
Kerr v John Mottram Ltd [1940]
.... 18.16
— v Wilkie (1860) 13.5
King v Fulton (1876) 4.2, 4.3
Kirwan v Cresvale Far East Ltd (in liq)
(2002) 14.14
Knight v Bulkeley (1859) 16.8
Knight's case (1867) 18.16
Knowles v Zoological Society [1959]
.... 14.15
Knupffer v London Express Newspaper
Ltd [1944] 8.7
Kriewaldt v Independent Direction Ltd
(1995) 22.12
La Compagnie de Mayville v Whitley
[1896] 4.16
Labouchere v Wharnccliffe (1879)
.... 14.10, 14.15
Lancaster, Re (1877) 16.5
Lane v Norman (1891) 19.12
Lawrence v Atkins (1952) 4.7
— v Newberry (1891) 8.13
Leary v National Union of Vehicle
Builders [1970] 4.13
— v — [1971] 7.8
Lee v Wilson (1934) 8.6

Table of Cases

- Leslie v City of Essendon [1952] 1.20
 Levenstrath Community Association Inc v Nymboida Shire Council (1999) 5.10
 Lewis v Daily Telegraph [1964] 8.9
 Link Agricultural Pty Ltd v Shanahan [1999] 6.5, 15.7
 Liverpool Household Stores, Re (1890) 5.4, 19.10
 London Association v Greenlands Ltd [1916] 8.4
 London Flats Ltd, Re [1969] 1.14
 Lucas v Mason (1875) 6.10, 7.15
 Lynch v Hodges (1963) 11.2
 — v Knight (1861) 8.13
 Lyster's case (1867) 5.5, 19.10

 Machell v Nevinson (1724) 4.7
 McCance, Ex parte; Re Hobbs (1926) 4.12
 McCauley v John Fairfax (1933) 8.13
 McDonald v Thorley [1976] 5.9, 5.14
 McDowall v Bourke [1920] 1.20
 McGellin v Mount King Mining NL (1998) 22.12
 McGinity v Medical Council of Tasmania [2009] 5.4
 McKerlie v Drillsearch Energy Ltd (2009) 4.19, 13.10
 McLaren v Thomson [1917] 16.2, 16.5, 16.6
 McLean Bros & Rigg Ltd v Grice (1906) 18.16
 McMillan v Le Roi Mining Co [1906] 15.9
 MacNamara, Ex parte [1893] 4.16
 McPherson v Mansell (1994) 4.19, 13.10
 Magnacrete Ltd v Douglas-Hill (1988) 1.16
 Magner v Fowler (1979) 4.18
 Manton v Brighton Corp [1951] 19.20
 Manwaring v Billington [1952] 19.20
 Margaret Mitchell (The) (1858) 16.14

 Mayer v Harding (1867) 4.12
 Menier v Hooper's Telegraph Works (1874) 14.10
 Mercantile Marine v Toms [1916] 8.4
 Merchants & Shippers Steamship Lines Ltd, Re (1917) 4.5, 21.14
 Merchants of the Staple of England v Bank of England (1887) 5.4
 Mesure v Britten (1796) 4.12
 Miller's Dale & Ashwood Dale Lime Co, Re (1885) 4.1
 Mirror Newspapers Ltd v Harrison (1982) 8.2
 Mirvac Ltd, Re (1999) 4.16
 Mitropoulos v Greek Orthodox Church and Community of Marrickville and District Ltd (1993) 4.5
 Montgomerie's Brewery v Spencer (1899) 10.27, 14.14, 15.5
 Moorgate Mercantile Holdings Ltd, Re [1980] 10.21
 Morgan v Odhams Press [1971] 8.6
 Morosi v Mirror Newspapers Ltd [1977] 8.19
 MTM Funds Management Ltd v Cavallane Holdings Pty Ltd (2000) 23.13
 Munster v Cammell Co (1882) 17.2
 Myer Queenstown Garden Plaza Pty Ltd v Port Adelaide City Corporation (1975) 4.1, 4.5, 4.11, 4.13, 4.16, 5.1, 5.3, 5.6, 5.12, 11.3, 13.5, 13.12, 13.18

 National Australia Bank Ltd v Market Holdings Pty Ltd (in liq) (2001) 6.4, 6.16, 10.12
 National Dwelling Society v Sykes [1894] 6.10, 13.8
 Nell v Longbottom [1894] 14.14
 Neuschild v British Equatorial Oil Co Ltd [1925] 13.14
 New Pinnacle Group Silver Mining Co v Griffiths (1897) 16.5
 New South Wales Henry George Foundation v Booth (2002) 16.12, 21.26, 21.28

- North Eastern Insurance Co Ltd,
Re [1919] 5.10
- North Sydney Brick & Tile Co Ltd
v Darvall (1989) 21.31
- North Victoria Deep Leads Gold Mines
Ltd, Re [1934] 21.23
- North-West Transportation Co v Beatty
(1889) 22.8
- NRMA Ltd v Parker (1986) 21.10
- v Scandrett (2002) 10.21
- v Snodgrass (2001) 21.10
- NSX Ltd v Pritchard (2009) 21.10
- Oliver v Dalglish [1963] 16.5
- v North Nuggetty Ajax Co NL
[1912] 13.8
- Page v More (1850) 18.28
- Parker & Cooper Ltd v Reading [1926]
.... 4.7, 21.14
- Parmiter v Coupland (1840) 8.3
- Parrott, Re; Ex parte Cullen [1891]
.... 16.5
- Patent Wood Keg Syndicate v Pearse
[1906] 15.9, 21.10
- Pearce, Duff & Co Ltd, Re [1960]
.... 21.14
- Peckham v Moore [1975] 8.4
- Pembury Pty Ltd, Re [1993] 21.31
- Phoenix Electric Light & Power Co,
Re (1883) 15.2
- Picturesque Atlas & Publishing Co,
Re [1892] 10.21
- Poliwka v Heven Holdings Pty Ltd
(1992) 1.22
- Portuguese Consolidated Copper Mines
Ltd, Re (1889) 13.11
- Potts v Miller (1940) 18.16
- Prain & Sons Ltd, Re [1947] 1.15,
21.20
- Queensland Petroleum Management
Ltd, Re [1989] 5.8
- Queensland Press Ltd v Academy
Investments No 3 Pty Ltd [1988]
.... 21.10
- Quin & Axtans Ltd v Salmon [1909]
.... 22.1
- R v Archdeacon of Chester (1834)
.... 15.6
- v Bishop's Consistory Court of
Winchester (1806) 15.7
- v Bradford City Metropolitan
Council; Ex parte Corris [1990]
.... 14.14
- v Churchwardens & Overseers
of Sutton (1864) 15.7
- v Cogdon; Ex parte Hasker (1877)
.... 1.15
- v Cooper (1870) 15.5
- v Deane (1890) 14.14, 17.3
- v D'Oyley (1840) 6.10, 13.6,
15.6
- v Graham (1861) 15.7
- v Griffiths (1851) 14.15
- v Grimshaw (1847) 13.14
- v How (1863) 15.9
- v Jasperson; Ex parte Knights [1958]
.... 18.12
- v Leech; Ex parte Tolstrup (1879)
.... 1.15
- v Mariquita & New Grenada Mining
Co (1858) 22.13
- v Mayor of Dover [1903] 15.5
- v Mayor of York (1853) 18.12
- v Mitcham City Corporation;
Ex parte GJ Coles & Co Ltd (1980)
.... 11.11
- v Nance (1740) 6.4
- v O'Sullivan (1948) 1.21, 7.14
- v Owens (1850) 6.4
- v Rector of Birmingham (1837)
.... 14.12, 15.3
- v Rector of St Mary's Lambeth
(1838) 15.8
- v Roberts (1863) 10.23
- v Staples (1893) 18.7
- v Sunderland Corp [1911] 19.12,
19.13
- v Trahlee Urban District Council
[1913] 11.17
- v Vicar of St Asaph (1883) 15.3
- v Vincent (1839) 1.21
- v White (1867) 17.3
- v Wimbledon Local Board (1882)
.... 15.2

Table of Cases

- Railway Sleepers Supply Co, Re (1885) 4.12
- Renouf, Ex parte (1924) 11.16
- Reynell v Lewis (1846) 19.2
- Rhodesian Manufacturing Co Ltd, Re [1927] 15.2
- Richard Brady Franks Ltd v Price (1937) 5.16
- RM (No 13) Pty Ltd, Re (1995) 1.14, 18.19, 21.29
- Robinson v Imroth (1917) 19.20
- Romford Canal Co, Re (1883) 5.1
- Royling v Harding (1976) 13.18
- Royal Mutual Benefit Building Society v Sharman [1963] 4.6
- Russell v Brisbane City Council [1955] 11.1
- Ryan v Edna May Junction Gold Mining Co (NL) (1916) 4.16
- v Heiler (1990) 18.7
- v Kings Cross RSL Club Ltd [1972] 4.7
- v South Sydney Junior Rugby League Club Ltd (1974) 15.1, 15.7, 16.9, 17.2
- Saddington (PW) & Sons Pty Ltd, Re (1990) 21.31
- Sadgrove v Bryden [1907] 16.5
- Salisbury Gold Mining Co v Hathorn [1897] 13.5
- Sanitary Carbon Co, Re [1877] 1.15, 5.8
- Scadding v Lorant (1851) 13.14, 16.7
- Schaw v Wekey (1870) 11.16
- Schneider v Leigh [1955] 8.21
- Scottish and Colonial Ltd v Australian Power & Gas Co Ltd (2007) 21.16
- Second Consolidated Trust Ltd v Ceylon Amalgamated Tea & Rubber Estates Ltd [1943] 15.2
- SGIC Insurance Ltd v Insurance Australia Ltd (2004) 1.15
- Shanahan v Strathfield Municipal Council [1973] 11.16
- Sharp v Dawes (1876) 1.14
- Shaw v Tati Concessions Ltd [1913] 15.6, 15.7, 16.6
- v Thompson [1876] 13.6, 13.8
- Sheldon v Phillips (1894) 16.2
- Sipad Holding ddpo v Popovic (1995) 21.30
- Smith v Paringa Mines Ltd [1906] 4.19, 13.10
- v Sadler (1997) 4.9
- Smyth v Darley (1849) 4.1
- South Norseman Gold Mines (NL) v Macdonald [1937] 21.10
- Southampton Dock Co v Richards (1840) 18.12
- Spicer (AM) & Son Pty Ltd (in liq) v Spicer (1931) 5.10
- Spiller v Mayo (Rhodesia) Development Co Ltd [1926] 16.7
- St Leonards Municipality v Williams [1966] 5.4
- Stanley W Johnson Pty Ltd, Re [1936] 21.23
- State of Wyoming Syndicate, Re [1901] 4.3
- Steedman v Hakim (1888) 4.12
- Steiglitz v Eggington (1815) 16.12
- Stephens v West Australian Newspapers Ltd (1994) 8.19
- Steuart v Oliver (No 2) (1971) 5.10, 7.8
- Stewart v Chapman [1951] 4.12
- Stock, Ex parte (1864) 18.16
- Stoughton v Reynolds (1736) 13.5
- Symes v Weedow (1893) 4.4, 4.17
- Taurine Co, Re (1883) 1.15, 19.2
- Taylor v Nesfield (1855) 6.5
- Teede & Bishop, Re (1901) 10.20
- Telegraph Newspaper v Bedford (1934) 8.17
- Thiess v TCN Channel Nine Pty Ltd (No 5) [1994] 8.22
- Thomas v Bradbury, Agnew & Co [1906] 8.26
- Thompson v NSW Branch of British Medical Association [1924] 8.17
- v Stimpson [1961] 18.28

- Thomson v Henderson's Transvaal Estates [1908] 14.12
- Thornton v MacKay (1946) 6.5
- Thorpe v Adelaide University Post Graduate Students' Assn Inc [2003] 17.2
- Tiessen v Henderson [1899] 4.16, 4.21
- Tolley v Fry [1930] 8.3
- Toms v Cinema Trust Co Ltd [1915] 18.7, 18.11
- Toogood v Spyring (1834) 8.17
- Toohy v Melville (1892) 7.10
- Toole v Flexihire Pty Ltd (1991) 4.11, 4.16
- Torbock v Lord Westbury [1902] 10.21
- Totally and Permanently Incapacitated Veterans' Association of NSW Ltd v Gadd (1998) 10.21, 21.10
- Totex Adon Pty Ltd, Re [1980] 21.13
- Touzell v Cawthorn (1995) 1.14
- Toyne v Everingham (1992) 8.19
- Transcontinental Hotel Ltd, Re [1947] 21.20
- Turnbull v NRMA Ltd (2004) 21.10
- Turner v Berner [1978] 21.10
- Vale of Clwydd Coal Mining Co Ltd, Re (1912) 4.12
- Vawdon v South Sydney Junior Rugby League Club (1975–76) 21.23
- Vouris, Re (2003) 13.6
- Wagner v International Health Promotions Pty Ltd (1994) 1.16
- Wake v John Fairfax & Sons Ltd [1973] 8.13
- Walkley v District Council of Northern Yorke Peninsula (1987) 10.18
- Wall v Exchange Investments Corp Ltd [1926] 14.11
- v London & Northern Assets Corporation [1898] 12.8, 14.11
- Wandsworth & Putney Gaslight & Coke Co v Wright (1870) 9.5, 15.9
- Ward v Williams (1982) 11.16
- Watt v Longsdon [1930] 8.17
- Waxed Papers Ltd, Re [1937] 16.9
- Webb v Bloch (1928) 8.13, 8.22
- Weir v Fermanagh County Council [1913] 11.20
- Werner v Boehm (1890) 4.7
- Westralia Pty Gold Mining Co NL v Long (1897) 18.16
- White v Godfrey (1959) 4.12
- Whitehouse v Capital Radio Network Pty Ltd (2002) 21.31
- v — (2004) 21.31
- Whitlam v Australian Securities and Investment Commission (2003) 16.10, 21.28
- Willaire Systems plc, Re [1987] 10.21
- Wills v Murray (1850) 13.14
- Wilson v Manna Hill Mining Co Pty Ltd [2004] 4.15, 4.16
- v Permasnow (A/asia) Ltd (1988) 5.10
- Windsor v National Mutual Life Association of Australasia Ltd (1992) 21.10
- Winter v McAdam (1957) 4.11
- Wise v Dunning [1902] 1.21, 7.14
- Wiseman v Professional Radio and Electronics Institute of Australasia (1978) 11.2
- Wishart v Foster (1961) 4.9
- v Henneberry (1962) 6.5, 9.5, 10.6, 13.6, 13.8
- Wright, Ex parte; Re Concord Municipal Council (1925) 11.16
- York Tramways Co Ltd v Willows (1882) 5.5, 17.2, 19.10
- Young v Ladies' Imperial Club [1920] 4.5
- v Sherman (2002) 14.14
- Youssupoff v Metro-Goldwyn-Mayer Pictures Ltd (1934) 8.2

Contents

<i>Foreword</i>	<i>v</i>
<i>Preface</i>	<i>xxi</i>
<i>Table of Cases</i>	<i>xxiii</i>
1 The Nature of Meetings	1
Introduction	1
Organisations and meetings	2
People and meetings	3
Basis of procedures	4
Company legislation	4
Other legislation	4
Principles and precedents	5
Legal requirements and priorities	6
Statutory requirements	6
ASX listing rules for listed companies	7
Rules of the body	7
Common law	7
Doctrine of precedent	8
'Meeting' defined	9
Meetings of one person	9
Meetings by telephone or video	11
Types of meetings	11
General meetings	11
Joint meetings	12
Private meetings	12
Public meetings	13
Unlawful meetings	13
Validity of a meeting	15
2 The Secretary	17
Introduction	17
The secretarial function	17
Historical development	18
Differing types of meetings	19
Responsibilities	19
Duties	20
General arrangements	21
The agenda	22
Preliminaries	23