

Requirement of a valid meeting

There must be some requisites in order to validate the meeting. The necessary pre-conditions of a valid meeting are stated below:

1. **Right convening authority:** A valid meeting must be convened by the proper authority otherwise it will lose its validity. Company's secretary is the proper authority to call a formal meeting.
2. **Proper notice:** Duty signed notice must be submitted to members before meeting. The place of meeting, time and date must be stated on the notice.
3. **Proper publicity of agenda:** Every member of the meeting should be properly informed of the agenda.
4. **Legal purposes:** Every meeting must have a legal purpose. Any meeting should be properly informed of the agenda.
5. **Requisite quorum:** For valid meeting requisite quorum is necessary. The meeting should not be started until the requisite members of members are present.
6. **Presence of right persons:** Only legal members can present in the meeting. If there is an unauthorized person in the meeting, the meeting will lose its validity.
7. **Proper presiding officer:** The chairman of a valid meeting must be a proper person.
8. **Conducting meeting according to the agenda:** A valid meeting must be conducted according to the agenda. No decision will get validity, if it is not related to the agenda.

Proper Authority:

Notice: Length of Notice: Agenda:

Place of the Meeting:

Quorum:

Minimum number of members required to constitute a valid meeting and to transact business therein is called 'quorum'. No meeting can be valid without quorum. Any resolution passed at a meeting without quorum shall be invalid. Quorum is to be fixed by the Articles of Association. But unless the articles provide for a large number, 5 persons personally present in the case of a public company and 2 members personally present in the case of private company shall be the quorum for a meeting of a company.

Chairman:

Proxy: A personal representative of the member at a meeting i.e. the person authorised to act or vote for another at a meeting of the company

A proxy is ordinarily entitled to vote only on a poll. Proxy must be deposited with the company at least 48 hours before the commencement of the meeting.

Motion

Motions are proposals with the aim of making the members of the meeting deliberate on the issue at hand. Motions are proposed by directors that, more often than not, needs a “seconder” before the board can debate on the issue and consider voting for a decision. Moreover, it is not required that a motion be put down into writing, it can be done so verbally. Lastly, motions are well accepted as decisions of the board and does not reflect that of the whole organization.

Resolution:

A resolution, on the other hand, is a motion that has been passed by the members of the meeting of the board of directors. Technically, a motion that is passed by majority of the members present and voting becomes a resolution. It is a formal act that is implemented and is binding of the board members.

Difference

Here are the vital differences between a motion and a resolution:

- A motion is a proposal from a member of the meeting whereas a resolution reflects the general opinion of the board
- Generally speaking, not all motions can be resolutions but all resolutions come from motions
- Generally speaking, a motion can be put forward verbally whereas a resolution is written down and recorded