

# Proxy Voting

Recently some members have sought clarification regarding proxy voting at General Meetings. This explanatory note will assist members to understand proxy voting and how to submit a proxy. The Co-operative National Law (CNL) states a co-operative may or may not permit proxy voting. Goolawah Co-operative permits proxy voting.

## Understanding Proxy Voting

### Goolawah Co-operative Rules

**Part 5 Section 1 Voting** is the relevant section to read in the our Rules.

**Rule 42. Decisions at General meetings (CNL s256)** explains the circumstances under which a poll (secret ballot) is required.

- a. All ordinary or special resolutions must be decided by a two thirds majority.
- b. A question for decision at a general meeting of a co-operative is to be decided by a show of hands, unless a poll is required.
- c. The question is to be decided by a poll if it is required by the chairperson or any five members present or represented by proxy.
- d. A person who is a proxy for one or more members may cast more than one vote on a question for decision by a poll, subject to Rule 43. d.
- e. A poll on the election of a chairperson or on the question of adjournment must be taken immediately and without debate.
- f. Once the votes on a show of hands or on a poll have been counted then a declaration by the chairperson that a resolution has been carried or lost is evidence of that fact.
- g. The result of the vote must be entered in the minutes.

**Rule 43. Proxy votes (CNL s229)** states;

- a. Voting may be by proxy at a general meeting.
- b. The instrument appointing a proxy, in a form approved by the board, must be in writing signed by the appointer or the appointer's attorney properly authorised in writing.
- c. An instrument appointing a proxy may direct the way the proxy is to vote in relation to a particular resolution.
- d. A person may be appointed as a proxy by no more than three members.
- e. An instrument appointing a proxy is not valid until the instrument is tabled, at least five minutes before the meeting.

## Submitting a proxy

The proxy form must be tabled at least five minutes before the meeting, and can be open or closed. A **closed proxy** nominates a specific response to a resolution i.e. Yes, No or Abstain. An **open proxy** gives the proxy holder full discretion to vote on a resolution as they see fit.

**A Proxy Form is available on the Members Section of the website at the top menu bar.**

Please contact the Secretary if you're unable to get a copy of the proxy form from the website or require further clarification regarding the Rules.

Lately the Board and the Secretary have received reports of some members 'door knocking' asking the member to give them an open proxy.

If a member wishes to cast a vote at a meeting but cannot attend, the member should be approaching a friend or someone they trust to lodge their proxy. **It is important to discuss your opinions and views with the proxy holder so they can represent you as if you were at the meeting and vote accordingly if you are lodging an open proxy.**

When a resolution is published before the General Meeting you should consider lodging a closed proxy.

If you are concerned the resolution may be amended, making a closed proxy invalid, be sure your proxy understands your opinion and views. An open proxy gives the proxy holder your right to vote and you are trusting they will represent your opinion.

(Prepared by Wayne Skinner and Denise Cobourn)

#### **Disclaimer**

This is a brief provided as a service to the community and is neither legal interpretation or legal advice. Please seek advice from the DoFT or your legal specialist if you wish further clarification.