



GOVERNANCE RISK & OPERATIONS

Standing Orders: The Rules That Matter Most Are the Ones Least Understood

A point of order suspends everything. An amendment creates a new motion. Most chairs learn this informally, if at all

A well-run meeting depends on rules of debate most chairs have absorbed informally rather than learned precisely, and a gap in that knowledge tends to surface exactly when a meeting becomes contentious, precisely the moment clear procedure matters most.

Which rules apply to your association?

The law depends on how your association is set up. A **company limited by guarantee** follows the Corporations Act 2001 (Cth) and its constitution. An **incorporated association** follows its state or territory associations Act and its rules. A **registered charity** also follows the ACNC Act and the ACNC Governance Standards, and some Corporations Act rules are replaced for charities that are companies. Check your own governing documents, and get advice before decisions with legal consequences.

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The Point Of Order's Priority

A point of order can be raised at any time, even interrupting a speaker mid-sentence, and it suspends whatever discussion was underway until the chair has ruled on it. Depending on your standing orders, the chair's ruling may be final or may be challenged by a motion of dissent. This is a deliberately powerful procedural tool, and a chair who does not understand its priority can lose control of a meeting by allowing normal debate to continue past the point where a legitimate procedural objection should have paused it.

Why An Amendment Can Quietly Create A Second Motion

When a member successfully moves an amendment to a motion already before the meeting, the amended version effectively becomes a new motion in its own right. Multiple layers of amendment can confuse members about exactly what is being voted on at any given moment, and it is the chair's specific responsibility to keep this clear throughout, restating which version of the motion is currently under consideration before each vote. A meeting that loses track of which motion it is debating has lost the clarity any resulting resolution depends on to be enforceable. A vote taken on a motion nobody in the room could clearly articulate at that moment is a vote whose validity can be challenged later. The chair's job is not simply to call for a vote. It is to ensure everyone voting knows what they are voting on.

The Casting Vote Convention Worth Knowing

First confirm whether your constitution gives the chair a casting vote at all. Where it does, some chairs follow the parliamentary convention of voting for the status quo, usually against the motion, on the reasoning that a divided meeting has not reached the consensus needed for change. Either way, the vote must be used in good faith in the association's interests. Using a casting vote to carry a contested motion

is a significant step rather than a routine tie-breaking mechanism, and the reasons should be explained in the minutes.

The Override Right Most Members Do Not Know Exists

Members can often demand that a vote taken by show of hands or voice be redone as a formal poll or ballot, and the poll result then replaces the earlier result. Who can demand one is set by your constitution or the law, not by a general rule. For a company limited by guarantee, the Corporations Act allows at least 5 members entitled to vote, members holding at least 5% of the votes, or the chair to demand a poll. Under the NSW model constitution for incorporated associations, a ballot is held if the chair moves it or at least 5 members agree. Check your own rules. This exists specifically to protect against a result that seemed clear informally but was close or disputed, giving members a mechanism to insist on a more definitive count.

- Ensure your chair understands the priority a point of order carries, and whether your standing orders make the ruling final or open to a motion of dissent.
- Restate which version of a motion is currently before the meeting whenever an amendment has been moved, avoiding confusion about what members are voting on.
- Confirm whether your constitution gives the chair a casting vote, and treat any decision to use it to carry a motion as a significant, deliberate step to be explained in the minutes.
- Know who can demand a poll or ballot under your constitution or the law, and ensure your meeting procedure accommodates this right.
- Confirm which rules govern board meetings and general meetings, adopt written standing orders if needed, record procedural rulings in the minutes, and train incoming chairs in these mechanics before they run their first contentious meeting, rather than assuming procedural fluency will develop naturally over time.

Rules of debate exist precisely for the meetings where they matter most, the contested ones, and a chair who only understands them loosely discovers the gap exactly when the stakes are highest. Investing in this specific procedural literacy protects the validity of every significant decision your association's meetings actually produce.

This is one of the practical governance topics built into our Board Director course, alongside the papers, tools and frameworks that turn the principle into your board's actual practice. [Explore the course](#)

Annie Gibbins

Founder and CEO, Nexus Leadership

BOARDROOM ACTION WORKSHEET

Standing Orders: The Rules That Matter Most Are the Ones Least Understood

Turn the resource into evidence, a decision and an accountable next step. Keep the completed record in your association's approved board records system.

1 What is the issue or decision?

State the governance question in one clear sentence.

2 What evidence do we already have?

Record the facts, source documents and stakeholder evidence available now.

3 What evidence is still needed?

Identify the legal, regulatory, financial, member or operational information still required.

4 What is the agreed next action?

Capture the owner, timeframe and how the matter will return to the board.

Action owner	Review date	Board decision or resolution

General education, not legal, financial, tax, clinical or governance advice. Confirm specifics at the relevant primary source or with your own qualified adviser. Nexus Leadership is operated by Lipstick Consulting Pty Ltd · ABN 15 619 120 482.

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