



Good Governance Guide: No. 6.3

Category: Chairman & CEO

Subject: Key Roles of Chairman at General Meetings

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The Articles of Association usually provide for the appointment of a Chairman of a meeting. For example, Reg 49 Table A of the Companies Act 1965 provides that the Chairman of the board shall be Chairman at every general meeting of the company. If there is no such Chairman or he is not present within 15 minutes after the time appointed for the holding of the meeting or if he is unwilling to act, the members present shall elect one of the members to be Chairman of the meeting. If the Articles of Association do not provide for the appointment of Chairman of a general meeting, any member elected by the members present may be chairman of the meeting.

The primary role of the Chairman is to preside at the meeting and to ensure that the meeting is properly convened, constituted and conducted.

The Key Roles of the Chairman at General Meetings

- To maintain order throughout the meeting
- To ensure that discussion and issues raised during meeting are reasonable and within the scope of the meeting and must not allow for discussion unless there is a motion before the meeting
- To give equal opportunity to all present who are entitled to speak and to allow a reasonable time for discussion before the motion is put to the meeting.
- To decide points of order and incidental question arising which require decision during the meeting eg validity of proxy
- To ensure that the members present knows exactly what the motion or the amendment that there are about to vote on.
- To call for a poll when demanded and declaring the result of the poll.
- To use the casting vote when necessary
- Declare an adjournment of the meeting when it has been validly adjourned, or if it is proper for the meeting to be adjourned on the chairman's own authority
- To declare the meeting closed when its business has been completed.
- To act in the best interest of the company at all times.

The Chairman has a wide discretionary power to deal with all procedural matters in the meeting. However his decision in all the question must be consistent, unbiased and impartial. The court in general will not interfere with the discretionary power exercised by the Chairman, unless the discretion was not exercised in good faith or there were no reasonable grounds to support the manner of its exercise or it was factually incorrect.
