

Book review



Modern Law of Meetings: Second Edition

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Jordans is a name associated with both cereal bars and legal publishing. Crisp, wholesome, well-balanced and nourishing, the law books leave little to be desired. In an era where new laws are appearing faster than woodworm in June, a summary of current practice is invaluable. And access on-line is no substitute for a nicely bound volume that sits well in the hand.

Erudite

The text of this book is flowing and has an erudite, literary style. The editing is largely thorough though the authors are allowed unnecessarily to repeat themselves. For example, the advice that an ad hoc chairman may be appointed if the official incumbent has not arrived “within, say, five minutes” is repeated within the space of a few pages. There is a major omission, namely meetings of charitable bodies. Many of the key decisions governing modern society are not taken by local government, or by the world of commerce, but by a charity and meetings of charities are crucially important. Their officers will expect to find an account of the relevant law within the compass of this book and, just as the authors have much on business meetings, and plenty on local authorities, they also need to include chapter on charities.

Similarly, what of the role of trustees? This has changed greatly in recent years. There was a time, easily within living memory, when trustees were convivial colleagues who met to steer a charity with insouciant ease, sipped sherry, shook hands as the meeting closed,

and wandered off into the evening mists. Not any more. They are now hard-working professionals who have tight legal regulation and standards of compliance. Should they act without due circumspection, they can end up in gaol.

Many will turn to this book only to find that they do not even warrant mention in the index. Information can be found elsewhere but it should be here.

Up to the minute

One curious aspect is the vague and imprecise definition of minutes. Most of us assume that minutes summarise the proceedings of a meeting, and would convey to the reader a sense of the discussions. This isn't true. Although the authors claim that the purpose of minutes is to show that decisions have been taken properly, the legal requirements are not so demanding.

Among the demands placed upon those who keep minutes is to record who attended. The authors say that the minutes should further include “an exact account of what was actually agreed” and then separately state that they should allow “a member who was absent [to] understand what was decided”. Not only is this is repetitious, but it skates around the question of recording, not just what was agreed, but how decisions were taken.

The keeping of narrative minutes, this book makes clear, may be useful in avoiding repercussions but is not a legal requirement. Law reports do not necessarily publish the opening arguments that give rise to decisions. Local authorities commonly minute only decisions, not discussions. Unscrupulous

councillors can, and do, make outrageous statements to procure a desired decision, knowing that their statements shall not be minuted, though the final decision is.

If the law needs modernisation, then—as this book testifies—it must surely be in the realm of digital documents.

By the book

Traditional minutes of meetings (meaning most of those described in this book) are kept in a minutes book, or on consecutively numbered sheets of papers that are individually initialled. As the authors show, the question of minutes is dealt with in ss 248 and 249 of the Companies Act 2006. Section 1135, they point out, provides that company records are required to be kept by the company “in hard copy or electronic form”. The law needs urgently to address the fact that they are not equivalents. A paper copy is a stand-alone document, alterations to which can be easily detected, and loss or destruction of which can be irremediable.

Digital systems can confer immortality upon documents, but they are uniquely amenable to corruption, destruction, alteration or misappropriation. Currently a signed print-out is universally relied upon by those convening meetings, but—just as the chequebook is obsolescent—so too are paper records and digital documents that require to be authenticated, yet which can be accessed online, are an aspect that law-makers now need urgently to address.

Young lawyers who read those sections, brought up with an easy familiarity with computers, will be particularly sensitive to these topics. Students of the computer generation may not be inclined to read this important book, where there are online resources available, but they should. Tell them it's a printout. That will win them over.

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Reviewed by **Brian J Ford**