

CONSTITUTION

CHAPTER 1 GENERAL STIPULATION

1. NAME

The name of the organisation is “Federation of Asian and Oceania Pest Managers Associations Incorporated” (abbreviated: FAOPMA) (hereafter referenced as “the Federation”).

2. OFFICES

The Federation is registered in Brisbane, Australia under the Associations Incorporation Act 2015 of Western Australia (herein referred to as the ‘Act’). The registered address of the Federation may be changed to any other location in Australia at the decision of the Executive Committee. The Administrative Office of the Federation in Brisbane, Australia is operated by an Administrator who is required to keep all official documents and historical records of the Federation. The appointment of Administrator can be a volunteer person of FAOPMA member or a salaried staff approved by the Executive Committee.

3. OBJECTIVES

The objectives of the Federation are:

- (a) To promote a broader understanding and acceptance of the pest management industry.
- (b) To ensure public awareness of the critical contributions made by the pest management industry to the comfort, health, safety, convenience, and general welfare of the citizens of Asia and Oceania.
- (c) To bring together, for the common benefit, the professional pest management organisations existing in different countries and regions within Asia and Oceania into the Federation.
- (d) To promote the creation of pest management organisations in countries and regions within Asia and Oceania where such organisation has not yet been established.
- (e) To foster an exchange of knowledge, information, and ideas among pest management professionals.
- (f) To study and promote the professional interests of members.
- (g) To plan and sponsor international conferences, conventions, and exhibitions for the pest management industry.
- (h) To promote the official recognition of the Federation by government authorities as the representative body for the general practices of the pest management industry in Asia and Oceania.

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(i) To provide a forum for the open discussion of all matters of public interest, provided that partisan politics and sectarian religion shall not be debated by members.

(j) Any other objectives as determined by the majority of members in the general meeting.

The Association has no common seal.

CHAPTER 2 MEMBERSHIP

Membership shall consist of the following 4 categories

1. Country Member.

Country Member: membership is encouraged to be one pest management association from each country or region and it is the only membership category that possesses voting right at the general meetings. However, more than one Country Member from each country or region may apply for the membership. In such case, the Executive Committee at time of its application has the right to accept or not accept the application, on a basis of whether having the applicant as Country Member is beneficial to FAOPMA and the wider the pest management industry.

2. Corporate Member

There are two subcategories within Corporate Membership based on type of business.

a) *A Pest Control Company*

b) *A company providing products or services to the Pest Control Industry*

3. Affiliate Member.

This membership category would be applicable to government agencies, educational/research institutions, pest management associations from regions outside of Asia or Oceania. Non-pest management industry associations may also apply for this category.

4. Individual Member.

Individual Member: may be an individual academic or professional member who wishes to support the organisation and the pest control industry.

The membership fees for each category shall be determined by the Executive Committee on a regular basis.

3. TERMINATION OF MEMBERSHIP

- (a) Membership may be terminated by voluntary withdrawal documented by registered mail to the Administrative Office of the Federation. Six months of advance notice is required.
- (b) Membership may be forfeited by expulsion, by a decision of the Executive Committee which is to be subsequently ratified by a vote of the general meeting. Conditions for expulsion include, but are not limited to the following:
 - (i) Failure to meet financial obligations to the Federation. All payments to the Federation must be made within a period of 12 months from the date of the demand notice.
 - (ii) Violation of the Constitutions or General Meeting Resolutions of the Federation.
 - (iii) Any act or acts of members which are considered by the Executive Committee untoward to the good faith of the Federation

In the event of a withdrawal or expulsion, the terminated organisation is obliged to fulfill its financial obligations through the end of the financial year. All donations made shall not be refundable. All rights and privileges of membership are automatically terminated at the time of the general meeting ratification. If the representative of a terminated member was an office holder, his office shall be forfeited automatically at the time of its termination.

4. RIGHTS OF MEMBERS

- (a) To enjoy the benefits of the Federation as outlined in Article 3 “Objective” of this Constitution.
- (b) One representative from each Country Member can elect, be elected, propose, vote, and recall as applicable in general meetings.
- (c) If there is more than one Country Member from a country or region, they must have a consensus within the country for the vote. In the event that there is no consensus reached, the member country will then have to abstain from the vote to exercise the rights in general meetings.
- (d) All categories of members and members belonging to their organisation are permitted to use the logo of the Federation for all regular activities and imprint such in their stationeries.
- (e) If there are multiple Country Members from a country or region, each representative from those countries remains eligible to run for a position on the Executive Committee.

Only one candidate may be nominated per member country. Where multiple associations exist within a country and cannot reach agreement, the association holding the voting right at the meeting will determine the nominated candidate.

5. OBLIGATION OF MEMBERS

- (a) To abide by the Constitutions of the Federation and resolutions passed at general meetings
- (b) To promptly pay the prescribed fees/ other charges determined by the Executive Committee. The annual membership subscription fees will be calculated from the first month of the fiscal period of the Federation.
- (c) To support all activities organized by the Federation.

6. FISCAL PERIOD

The fiscal year of the Federation is from the **1st July – 30th June**

CHAPTER 3 ORGANISATION AND POWERS**7. EXECUTIVE AUTHORITIES**

The supreme authority of the Federation is vested in general meetings. When the general meeting is not in session, the ExCo is the authority with executive powers in accordance with established policies.

8. EXECUTIVE COMMITTEE

The Executive Committee (ExCo) shall consist of seven members.

- 1. The President, (previously President – Elect)
- 2. The Vice President (who will also become President-Elect)
- 3. The Treasurer
- 4. Two Representatives elected by member countries
- 5. Two additional members may be appointed to the Executive Committee based on their special qualifications, expertise, or contributions to the industry. These individuals shall be recommended by a board comprising current ExCo members and Honorary Advisors and must be approved by resolution at the Annual General Meeting. Their term of office shall be two (2) years. Appointments are made following the election of the other Executive Committee positions.

A person ceases to be a committee member if the person –

- a. dies or otherwise ceases to be a member; or*
- b. resigns from the committee or is removed from office; or*
- c. becomes ineligible to accept an appointment or act as a committee member;*
- d. becomes permanently unable to act as a committee member because of a mental or physical disability; or*
- e. fails to attend 3 consecutive Committee meetings, of which the person has been given notice, without having notified the Committee that the person will be unable to attend.*

Members of the ExCo shall be represented in person, no proxy will be accepted in ExCo meetings.

9. TERM OF OFFICE

All Executive Committee Member's term of office will be two years. They may run for election in the following term with an endorsement from their association.

10. REMUNERATION

The Executive Committee members will serve gratis and will not become salaried staff of the Federation.

11. VACANCIES

- (a) If the President vacates his office during his office term, he will be replaced by the Vice President until the next election when the President-Elect will officially assume the presidency in the next term. In the case that both the President and the Vice President vacate their offices during the official term, the remaining members of the Executive Committee will elect amongst themselves to take up these vacancies until the next election. The reserve Executive Committee members will also take up the original post of the above said remaining members of the Executive Committee until the next election.
- (b) If an Executive Committee member other than the President or the President-Elect vacates his office during his office term, the vacancy will be filled by a reserve committee member in the priority order of the higher number of votes received during the last election.
- (c) In case other than (a) or (b) above, the Executive Committee will make necessary arrangements to ensure the current Executive Committee can smoothly run the affairs of the Federation. The Executive Committee, after consulting at least two past presidents, may call for a new election of Executive Committee members in the forthcoming general meeting.

12. HONORARY ADVISORS

1. The ExCo will recommend to the annual general meeting (AGM) to appoint up to three Honorary Advisors of the Federation who have met the following qualifications to serve for a term of four years:

- a. A person of good standing.
- b. Is available to the President of the Federation in assisting in the selection of ExCo members with Special Qualifications and offering advice.
- c. May attend meetings set by the Federation in a non-voting capacity.
- d. Can also be an Honorary President of FAOPMA

2. The ExCo may propose to the AGM to remove an Honorary Advisor if they have been found to have acted in contravention of the Constitution by not fulfilling their duties or not acting in the interest of FAOPMA. A majority vote of the AGM must ratify the proposal for the removal of Honorary Advisors.

13. STAFF

The Federation may take on employees, full-time, or part-time, if workload warrants such employment and with prior approval of members in the general meeting. The employment, discharge, supervision, and determination of salary scales of employee(s) will be the responsibility of the Executive Committee.

CHAPTER 4 GENERAL MEETING

14. FUNCTION AND POWERS OF THE GENERAL MEETING

- (a) To approve minutes of the general meeting and financial reports.
- (b) To pass and adopt the Constitutions, amendments of same, and any other statutes and rules

To examine, confirm and ratify special decisions made by the Executive Committee during the year.

- (c) To decide on any required innovation and the recall of any derelict office holder(s).
- (d) To examine, discuss and approve proposals proposed by country members. To elect Executive Committee members.

CHAPTER 5 FUNCTIONS AND POWERS OF THE EXECUTIVE COMMITTEE ("ExCo")

15. FUNCTIONS AND POWERS OF THE ExCo

- (a) To implement resolutions passed and adopted by the general meeting quorum
- (b) To manage daily affairs of the Federation as and when referred by the Administrator.
- (c) To assist the President in the fulfillment of their duties as per the objectives of the Federation.
- (d) To decide on membership matters particularly the acceptance and expulsion of members.
- (e) To convene extra ExCo meeting(s) at the request of at least two ExCo members.
- (f) To prepare the financial budget and decide on membership subscription fee scales.
- (g) To decide the need to employ salaried staff.
- (h) To make recommendations to the general meeting.

- (i) To approve and adopt minutes of the Executive Committee meeting.
- (j) The ExCo may, at its discretion, admit complimentary members.

CHAPTER 6 FUNCTIONS AND POWER OF EXCO MEMBERS

16. The President will:

- (a) Work with the ExCo to ensure the smooth running of the organisation:
- (b) Represent the Federation consistent with its goals and purposes.
- (c) Preside over all meetings.
- (d) Diligently pursue resolutions and decisions of the general meeting in conjunction with the Executive Committee
- (e) Delegate their powers to one or more members of the Executive Committee, if necessary and/or in their absence.

17. The Vice-President will:

- (a) Assist the President in the execution of their duties.
- (b) Assume duties of the President in their absence, on leave, or who have vacated their office.

18. The Treasurer will:

- (a) Take charge of all financial affairs of the Federation.
- (b) Compile annual statement of accounts.
- (c) Report on the financial conditions of the Federation at regular meetings and at any time called upon by the Executive Committee.
- (d) *A committee member is entitled to be paid out of the funds of the Federation for any out-of-pocket expenses for travel and accommodation properly incurred –*
 - a. In attending a committee meeting; or*
 - b. In attending a general meeting; or*
 - c. Otherwise in connection with the Federation's business.*
- (e) *Custody of books and securities:*
 - a. Subject to subrule (2), the books and any securities of the Federation must be kept in the Secretary's custody or under the Secretary's control.*
 - b. The financial records and, as applicable, the financial statements or financial reports of the Federation must be kept in the Treasurer's custody or under the treasurer's control.*

- c. Subrules (1) and (2) have effect except as otherwise decided by the ExCo.*
- d. The books of the Association must be retained for at least 7 years.*

(f) Inspection of records and documents:

- a. Subrule (2) applies to a member who wants to inspect —*
- b. the register of members under section 54(1) of the Act; or*
- c. the record of the names and addresses of committee members, and other persons authorised to act on behalf of the Federation, under section 58(3) of the Act; or*
- d. any other record or document of the Federation.*
- e. The inspection must be free of charge.*
- f. If the member wants to inspect a document that records the minutes of a committee meeting, the right to inspect that document is subject to any decision the committee has made about minutes of committee meetings generally, or the minutes of a specific committee meeting, being available for inspection by members.*
- g. The member may make a copy of or take an extract from a record or document referred to in subrule (1)(c) but does not have a right to remove the record or document for that purpose.*

(g) Control of funds

- a. The Federation must open an account in the name of the Federation with a financial institution from which all expenditure of the Federation is made and into which all funds received by the Federation are deposited.*
- b. Subject to any restrictions imposed at a general meeting, the ExCo may approve expenditure on behalf of the Federation.*
- c. The committee may authorise the Treasurer to expend funds on behalf of the Federation up to a specified limit without requiring approval from the committee for each item on which the funds are expended.*
- d. All cheques, drafts, bills of exchange, promissory notes, and other negotiable instruments of the Federation must be signed by —*
- e. 2 ExCo members; or*
- f. one ExCo member and a person authorised by the ExCo.*
- g. All funds of the Federation must be deposited into the Federation's account within five working days after their receipt.*

19. Administrator

This is a post appointed by the ExCo to maintain the continuity of affairs of the Federation. The post will only be appointed and expired at the same office term of the ExCo. The ExCo has the power to appoint, hire or terminate any person to be the Administrator at any time during the office term. The ExCo may choose to undertake the role of Administrator between AGMs if for any reason the position becomes vacant.

The administrator shall assist the Executive Committee to carry out all administrative duties and management of the Federation as required. The Administrator shall also serve in the position of public officer for the receipt of and distribution of all documentation required by law and under this Constitution.

In respect of the act, a reference to the secretary of a company is to be read as a reference to the secretary of an incorporated association or the person carrying out the functions ordinarily carried out by the secretary of an incorporated association. In this Constitution, the Administrator shall fulfill the position and responsibilities of the Secretary.

CHAPTER 7 MEETINGS

20. GENERAL MEETING

(a) The general meeting will be held annually and convened by the President. All members of the Federation will be notified of the meeting well in advance in writing by post, fax, or by email the date, venue, and agenda of the meeting.

1. *The committee must determine the date, time, and place of the annual general meeting.*
2. *If it is proposed to hold the annual general meeting more than six months after the end of the Association's financial year, the administrator must apply to the Commissioner for permission under section 50(3)(b) of the Act within four months after the end of the financial year.*
3. *The ordinary business of the annual general meeting is as follows —*
 - a. *to confirm the minutes of the previous annual general meeting and any special general meeting held since then if the minutes of that meeting have not yet been confirmed;*
 - b. *to receive and consider —*
 - i. *the committee's annual report on the Federation's activities during the preceding financial year; and*

- ii. *if the Federation is a tier 1 association, the financial statements of the Association for the preceding financial year presented under Part 5 of the Act; and*
 - iii. *if the Federation is a tier 2 association or a tier 3 association, the financial report of the Federation for the preceding financial year is presented under Part 5 of the Act;*
 - iv. *if required to be presented for consideration under Part 5 of the Act, a copy of the report of the review or auditor's report on the financial statements or financial report;*
 - c. *to elect the office holders of the Federation and other ExCo members;*
 - d. *if applicable, to appoint or remove a reviewer or auditor of the Federation in accordance with the Act;*
 - e. *to confirm or vary the entrance fees, subscriptions, and other amounts (if any) to be paid by members.*
- 4. *Any other business of which notice has been given in accordance with these rules may be conducted at the Annual General Meeting.*
- (b) The quorum of the general meeting will consist of one-third of the country members.
- (c) Each country member possesses only one vote. The members in other categories have no voting right in the meeting.
- (d) In the absence of a quorum, the meeting will be adjourned and be convened again within 90 days. For the next meeting, members of the Federation will again be notified of the meeting in written form same as in (a). At the re-adjourned meeting, any two country members present will be the quorum.
- (e) In case of any urgent matters or motions arising in the interim of an office term that has to seek approval or resolution from the Annual General Meeting, such proposal can be forwarded to the Administrator for circulation to all members to take on the electronic resolution procedures which will be in 3 stages, namely 1) 21 days for members to respond for comments/suggestions/agreement/objection to any proposed motions/amendments to Constitution; 2) 14 days for members to respond for any further comments/amendments on the modified version of the proposal; 3) 7 days to reply in writing with authorized signatory to confirm for agreement/disagreement of the proposal.

21. EXTRA-ORDINARY GENERAL MEETING

An extraordinary general meeting may be held upon the request of over half of the country members. They may raise such a request in writing bearing their signatures to the President. The request must state the specific reason(s) for the meeting. Upon receipt of such request, the President will cause the meeting to be held within 90 days. The quorum and notification to members will be the same as that of a general meeting. However, discussion and resolutions will only be limited to those listed in the request for an extraordinary general meeting by those requesting country members.

The committee must convene a special general meeting if at least 20% of the members require a special general meeting to be convened.

a. Notice Of General Meetings

i. The Administrator, in the case of a special general meeting convened under rule 51(5), the members convening the meeting, must give to each member -

- 1. at least 21 days notice of a general meeting if a special resolution is to be proposed at the meeting; or*
- 2. at least 14 days notice of a general meeting in any other case.*

ii. The notice must —

- 1. specify the date, time, and place of the meeting; and*
- 2. indicate the general nature of each item of business to be considered at the meeting; and*
- 3. if the meeting is the Annual General Meeting, include the names of the members who have nominated for election to the committee under rule 32(2); and*
- 4. if a special resolution is proposed —*
 - a. Set out the wording of the proposed resolution as required by section 51(4) of the Act; and*
 - b. state that the resolution is intended to be proposed as a special resolution; and*
 - c. comply with rule 53(7).*

b. Giving Notices to Members

i. In this rule —

recorded means recorded in the register of members.

ii. A notice or other document that is to be given to a member under these rules is taken not to have been given to the member unless it is in writing and —

- 1. delivered by hand to the recorded address of the member; or*
- 2. sent by prepaid post to the recorded postal address of the member; or*
- 3. sent by facsimile or electronic transmission to an appropriate recorded number or recorded electronic address of the member.*

22. EXCO MEETINGS

- (a) The ExCo will hold regular meetings at least once a year. The President (or at the request of at least two members of the committee) may call an extraordinary meeting when he deems it necessary.
- (b) ExCo members will be given 21 days written notice of any meeting. The notice of 21 days may be waived by the unanimous agreement of all ExCo members.
- (c) The quorum of an ExCo meeting will consist of 4 of all Executive Committee voting members.

23. VOTING RULES

- (a) A motion is carried by the approval of a majority of the voting members present. If a tie occurs, the President (or alternate presiding officer) will cast their vote, which will decide whether the issue is carried or rejected.
- (b) If both the President and Vice President are absent from a meeting, those ExCo members present shall elect a Presiding Officer for the meeting. An official meeting of the Federation cannot be held without the presence and control of the ExCo.

CHAPTER 8 ELECTION

24. EXCO ELECTION

- (a) At least 28 days before the general meeting, the Administrator will call for nomination from all country members. Each country member may nominate one designated representative from its country / region to run for the election.
- (b) Minimum qualifications for candidate running for election are:
 - (i) They have been the designated representative of the country/region member for at least one year and the nomination is endorsed by their parent association.
 - (ii) They have attended at least two FAOPMA general meetings within the past three years.

- (ii) Exceptions may only be reviewed and approved by the general meeting prior to the election process.
- (c) The Administrator upon receipt of all the nominations from country/region members will prepare a ballot listing all the names of the candidates and distribute them to all voting members at the election.
- (d) Each designated representative of voting members will mark an “x” in boxes along names of the candidates whom they are voting for.
- (e) Each voting member is permitted only to select and mark as in (d) above a maximum of four names in the ballot. Selection/markings of more than four names will invalidate the ballot.
- (f) The Administrator or the presiding officer of the meeting will collect all ballots from voting members and open the same in the presence of all members.
- (g) Those four candidates who receive the higher number of votes will become executive committee members and the remainder will become reserve executive committee members.
- (h) In the event of tie-in votes, the decision will be made by drawing lots.

25. ELECTION OF OFFICERS

- (a) After the election of ExCo members, the elected candidates will immediately elect among themselves to fill various offices in the ExCo
 - 1. Vice President (President Elect)
 - 2. Treasurer
- (b) A list of the new office bearers will be announced to all members at the end of the AGM. All elected office bearers shall formally assume their respective positions at the close of the Annual General Meeting.
- (c) In case of any dispute arising from the election process, a judge panel will be formed comprising of the immediate past President, and two other members with at least one past President. The decision of the judge panel will be final.
- (d) If any one of the elected officers is proved to be unfit, not qualified, not capable, unwilling or habitually neglects to perform their duties as an ExCo office bearer of the FAOPMA, their office may be forfeited by expulsion, by virtue of a majority vote of the ExCo which is to be subsequently ratified by a vote of the AGM, during which appeal by the person concerned will also be adjudicated.

CHAPTER 9 SPECIAL COMMITTEES

26. SUB-COMMITTEES

The ExCo has the authority to establish various new positions, which may include but are not limited to the following roles:

1. Chief conference director: Responsible for directing and managing the Pest Summit.
2. Chief member relations officer: Tasked with managing member retention and recruitment, as well as maintaining member lists.
3. Chief global partnership officer: Manages relationships with global and regional industry partners.
4. Chief media/social media officer: Oversees media and social media activities.
5. Chief innovation officer: Drives IT and innovative technology development within the industry.
6. Chief sustainability officer: Ensures FAOPMA and its members uphold environmental sustainability and social responsibility.
7. Chief training officer: Identifies training needs for the industry.
8. Chief Industry Standards officer: Oversees adherence to industry standards.
9. Corporate advisors: Ideally, individuals at the director level from influential pest management companies who assist with sponsor relationships.

In addition to these roles, as outlined in the constitution, the ExCo may also appoint:

1. Academic advisors: Researchers and educators in the field of pest management.
2. Student supporters: Students who are interested in working in the industry in the future and wish to be involved at an early stage.

CHAPTER 10 REVENUES OF THE FEDERATION

27. SOURCES OF REVENUE

- (a) Membership subscription fees at scales to be determined from time to time by the ExCo.
- (b) Proceeds from publications of any materials by the Federation.
- (c) Donations of private persons, corporate bodies or public institutions supporting the objectives of the Federation. All donations are to be approved by the ExCo prior to receipt.
- (d) Proceeds from sale of any assets of the Federation.
- (e) Income from investments and deposits of the Federation.

- (f) Any fees levied in accordance with resolutions of the AGM.
- (g) Others.

CHAPTER 11 EXPENDITURES OF THE FEDERATION

28. USE OF FUNDS

Funds of the Federation will be applied to meet all administrative expenses and all other expenditures are intended to promote the interests and goals of the Federation.

CHAPTER 12 HONORARY PRESIDENTS, LIFE MEMBERSHIPS, AND AWARDS

The ExCo will recommend to the general meeting to appoint Honorary Presidents of the Federation whom have met the following qualifications:

1. Member of good standing
2. Having served as the President of FAOPMA for at least one term and attended AGM for at least 3 times.
3. Made a notable contribution to FAOPMA and the pest management industry through their presidency and work as an ExCo member.
4. Bringing to the organisation skills and abilities that ExCo believes will assist the organisation going forward.

They will be entitled to attend all ExCo meeting without any voting rights.

29. The ExCo may recommend to the general meeting to offer/appoint honorary life membership to an individual who has given loyal and valuable contributions to the pest management industry.
30. The ExCo may present letters of commendation or letters of appreciation to those who have provided meritorious services / contributions to the Federation.
31. The ExCo may propose to the AGM to disqualify an Honorary President or Honorary Life Member if they have been found to have acted in contravention of the Constitution, the reputation or the interests of FAOPMA. The proposal must be ratified by a majority vote of the AGM.

CHAPTER 13 EMBLEM / INSIGNIA / LOGO

32. All country members, affiliate/associate members, honorary life members, and members of their respective organisation/association are permitted to imprint the emblem/insignia/ logo of the Federation on their stationery. This right will be withdrawn immediately in the case that their membership has been forfeited under Chapter 2 Sec. 5 of this Constitution.

CHAPTER 14 PROXY VOTES AND MAILBALLOTS

33. Country members may assign a proxy vote to another representative of a voting member by written notice to the Secretary or the Administrator prior to the general meeting.

CHAPTER 15 DEBTS AND LIABILITIES

34. All debts and liabilities will be borne by all member associations.

CHAPTER 16 OFFICIAL LANGUAGE

35. The official language of the Federation is English. However, necessary translation facilities should be arranged at official meetings / conventions etc. of the Federation depending on the number of attendees requiring such facility.

CHAPTER 17 DISSOLUTION AND LIQUIDATION

36. *Proposal to dissolve or liquidate assets of the Federation can only be made by three-fourths (75%) majority votes of all voting members of the Federation. The dissolution or liquidation will only take place in accordance with the laws of the country / region where the registered office is located.*

CHAPTER 18 AMENDMENTS TO CONSTITUTIONS

37. (a) *Amendments, modifications or revocations of this Constitution require three-fourths (75%) of members present and eligible to vote at the AGM;*
(b) *A special resolution (requiring 75%) is required if the Federation seeks to alter its rules, including changing the name of the Federation;*

- (c) *To decide to apply for registration or incorporation as a prescribed body corporate;*
- (d) *To approve the terms of an amalgamation with one or more other incorporated Associations;*
- (e) *To be wound up voluntarily; and*
- (f) *To cancel its incorporation.*

CHAPTER 19 DISPUTE RESOLUTION PROCESS

38. TERMS USED

In this Division (Pt 4, Div 3) —

***grievance procedure** means the procedures set out in this Division;*

***party to a dispute** includes a person who:*

- (a) *is a party to the dispute; and*
- (b) *ceases to be a member within six months before the dispute.*

39. APPLICATION OF DIVISION

The procedure set out in this Division (Pt4, Div3) (the grievance procedure) applies to disputes —

- (a) *between members; or*
- (b) *between one or more members and the Association.*

40. PARTIES TO ATTEMPT TO RESOLVE DISPUTE

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.

41. HOW GRIEVANCE PROCEDURE IS STARTED

1. *If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 19, any party to the dispute may start the grievance procedure by giving written notice to the Administration of —*
 - (a) *the parties to the dispute; and*
 - (b) *the matters that are the subject of the dispute.*
2. *Within 28 days after the Administration is given the notice, a ExCo meeting must be convened to consider and determine the dispute.*
3. *The Administration must give each party to the dispute written notice of the ExCo meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.*

4. *The notice given to each party to the dispute must state —*
 - (a) *when and where the ExCo meeting is to be held; and*
 - (b) *that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the ExCo about the dispute.*
5. *If —*
 - (a) *the dispute is between one or more members and the Association; and*
 - (b) *any party to the dispute gives written notice to the Administration stating that the party —*
 - I. *does not agree to the dispute being determined by the ExCo; and*
 - II. *requests the appointment of a mediator under rule 23,*
 - III. *the ExCo must not determine the dispute.*

47. DETERMINATION OF DISPUTE BY COMMITTEE

1. *At the ExCo meeting at which a dispute is to be considered and determined, the ExCo must —*
 - (a) *give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the ExCo about the dispute; and*
 - (b) *give due consideration to any submissions so made; and*
 - (c) *determine the dispute.*
2. *The ExCo must give each party to the dispute written notice of the ExCo's determination, and the reasons for the determination, within 7 days after the ExCo meeting at which the determination is made.*
3. *A party to the dispute may, within 14 days after receiving notice of the ExCo's determination under subrule (1)(c), give written notice to the secretary requesting the appointment of a mediator under rule 23.*
4. *If notice is given under subrule (3), each party to the dispute is a party to the mediation.*

48. APPLICATION OF DIVISION

1. *This Division (Pt 4, Div 4) applies if written notice has been given to the Administration requesting the appointment of a mediator —*
 - (a) *by a member under rule 15(7); or*
 - (b) *by a party to a dispute under rule 20(5)(b)(ii) or 21(3).*
2. *If this Division (Pt 4, Div 4) applies, a mediator must be chosen or appointed under rule*

49. APPOINTMENT OF MEDIATOR

1. *The mediator must be a person chosen —*
 - (a) *if the appointment of a mediator was requested by a member under rule 15(7) — by agreement between the Member and the committee; or*
 - (b) *if the appointment of a mediator was requested by a party to a dispute under rule 20(5)(b)(ii) or 21(3) — by agreement between the parties to the dispute.*
2. *If there is no agreement for the purposes of subrule (1)(a) or (b), then, subject to subrules (3) and (4), the committee must appoint the mediator.*
3. *The person appointed as mediator by the committee must be a person who acts as a mediator for another not-for-profit body, such as a community legal centre, if the appointment of a mediator was requested by —*
 - (a) *a member under rule 15(7); or*
 - (b) *a party to a dispute under rule 20(5)(b)(ii); or*
 - (c) *a party to a dispute under rule 21(3) and the dispute is between one or more members and the Federation.*
4. *The person appointed as mediator by the committee may be a member or former member of the Federation but must not —*
 - (a) *have a personal interest in the matter that is the subject of the mediation; or*
 - (b) *be biased in favour of or against any party to the mediation.*

50. MEDIATION PROCESS

1. *The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.*
2. *Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least 5 days before the mediation takes place.*
3. *In conducting the mediation, the mediator must —*
 - (a) *give each party to the mediation every opportunity to be heard; and*
 - (b) *allow each party to the mediation to give due consideration to any written statement given by another party; and*
 - (c) *ensure that natural justice is given to the parties to the mediation throughout the mediation process.*
4. *The mediator cannot determine the matter that is the subject of the mediation.*
5. *The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.*

6. *The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.*

51. IF MEDIATION RESULTS IN DECISION TO SUSPEND OR EXPEL BEING REVOKED

If—

- (a) *mediation takes place because a member whose membership is suspended or who is expelled from the Federation gives notice under rule 15(7); and*
- (b) *as the result of the mediation, the decision to suspend the member's membership or expel the member is revoked,*

that revocation does not affect the validity of any decision made at an ExCo meeting or AGM during the period of suspension or expulsion.

CHAPTER 20 GENERAL PROVISIONS

52. *The property and income of the Federation shall be applied solely towards the promotion of the objects or purposes of the Federation and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members of the Federation, except in good faith in the promotion of those objects or purposes.*

**53. DISTRIBUTION OF SURPLUS PROPERTY ON CANCELLATION OF
INCORPORATION OR WINDING UP**

Surplus property can only be distributed by agreement to wind up the Federation.

1. *In this rule -*

surplus property, in relation to the Federation, means property remaining after satisfaction of—

- (a) *the debts and liabilities of the Federation; and*
- (b) *the costs, charges and expenses of winding up or cancelling the incorporation of the Federation*

but does not include books relating to the management of the Federation.

2. *On the cancellation of the incorporation or the winding up of the Federation, its surplus property must be distributed as determined by special resolution by reference to the persons mentioned in section 24(1) of the Act.*

CHAPTER 21 VIRTUAL MEETINGS – ELECTRONIC MEETINGS AND VOTING

FAOPMA has the flexibility to conduct its meetings either in person or through electronic means. The organisation is allowed to utilise any suitable technology as long as participants can actively engage, express their opinions, and vote on agenda items, motions, and elections. These meetings encompass AGMs, general meetings, ExCo meetings, and committee meetings. Sufficient notice will be provided, and detailed records of the proceedings will be maintained. Participating in a meeting, whether in person or virtually, will be considered as presence and will contribute to the formation of a quorum. All decisions made in these meetings, including outcomes, are legally valid and binding for the organisation.

The decisions and results of virtual meetings hold the same weight as those made in face-to-face gatherings. Depending on the circumstances, the organisation may choose to conduct both virtual and face-to-face meetings.

CHAPTER 22 USE OF TECHNOLOGY TO BE PRESENT AT AGMS AND GENERAL MEETINGS

The presence of a member at the general meetings need not be by attendance in person but may be by that member and each other member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.

A member who participates in the general meetings as allowed under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person

-End-