

**Constitution and Rules of Governance
for the
General Assembly**



**Adopted by the Board of Directors
1st July 2008**

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Constitution and Rules of Governance For the General Assembly

Preamble

A General Assembly of the Institution of Fire Engineers is established and organized to accomplish the following goals:

- **Endorsement of the corporate strategy that sets the direction and global agenda of the Institution;**
- **Review and endorsement of the Corporate Business Plan;**
- **Audit of Board performance;**
- **Provision of a debating forum and sounding board for new initiatives;**
- **Election of up to two representative members of the Board of Directors.**

1 Aims of the Assembly

The General Assembly provides a forum for member representatives to engage in policy development and debate in order to inform the Institution's Board of Directors on matters of policy, direction and any other relevant issues aligned with the pursuit of the Institution's strategic goals.

The General Assembly recognizes that the Board of Directors is the Institution's legal policy and decision-making body and as such it requires information and advice on an ongoing basis to assist in its deliberations. The General Assembly provides a means of engaging with the membership through their elected Branch Representatives and communicating their views to the Board.

The General Assembly will require feedback from the Board to confirm that due attention has been given to the outcomes arising from General Assembly meetings and, should the need arise, the General Assembly will ask its elected representatives to raise matters arising at a future meeting of the Board.

2 Constitution and Rules of Government

In accordance with Article 38 of the Institution's Memorandum of Association, the authority for the formation of the General Assembly is vested in the Board and its proceedings and procedures are governed in accordance with the rules and regulations detailed in the By Laws (47 to 52). The outline for the operation of the General Assembly is in accordance with the provisions contained in the Memorandum.

3 Frequency and Venue of Meetings and Workshops

The General Assembly will meet not less than twice each year. It is anticipated that one meeting will take place at the AGM and the other at a time to be determined by the Board but most likely to be in January of each year.

To run concurrently with each General Assembly meeting, a 'Workshop' day will also be organised. The Workshop will normally be less formal and will be used as an opportunity for the GA to develop ideas and help formulate strategic plans.

The venue and date for meetings and workshops of the General Assembly will be approved in advance by the Board. When determining the venue and date of future meetings, the Board should strive to ensure that General Assembly meetings and workshops are not scheduled to run concurrently with meetings of the Board of Directors.

4 Election of General Assembly Representatives

Each constituted Branch of the Institution is entitled to elect one General Assembly Representative to attend General Assembly meetings. The Branch Representative must be a minimum grade of Graduate to serve as the Branch Representative. The Branch may set additional criteria for election to the position of General Assembly Representative. The procedure is as follows:

- Each Branch Representative to the General Assembly will be elected by an open, transparent and democratic process, which will be approved and published by the Branch Council.
- The administering Branch Secretary shall send in writing the name of the duly elected General Assembly representative to the Chief Executive Officer so as to arrive not later than the first day of May in the year of election.

(i) Terms of Office

Each term of office for a Branch representative to the General Assembly shall be three years.

A Branch Council may remove their representative from office in the event that they do not properly execute their duties and responsibilities.

One-third of the members of the General Assembly shall retire from the General Assembly each year, but may be re-elected by their respective branches.

Terms of office for the Branch representatives of the General Assembly were determined through a lottery held at the 2003 Annual General Meeting. The terms were subsequently arranged so that one-third of the Assembly are due for re-election each year. This helps to maintain some continuity in the membership of the Assembly.

(ii) Appointment of Alternates

In the event that a Branch representative is unable to attend a meeting of the General Assembly, the Branch may nominate another member of the Branch to act as the Branch designated Alternate and may also remove from office any Alternate so appointed. Notice of any such appointment must be notified to the CEO without delay. An Alternate will be entitled to receive copies of all documents available to General Assembly Representatives, attend and perform all the functions of their principal branch representative, in their absence.

(iii) Qualifications of a General Assembly Representative

- A GA Rep must be knowledgeable in Branch affairs, activities and programmes. The individual must be willing to devote time and energy to developing both a Branch interest in General Assembly actions as well as actively participate in General Assembly activities, projects and programmes.
- The GA Rep must be able to travel to General Assembly meetings – one usually timed to coincide with the Annual General Meeting of the Institution and a second at some other designated time and location.
- Financial arrangements to support the Branch GA Rep will come from a variety of sources but the individual must be willing to forfeit out-of-pocket expenses to meet meeting obligations. The Institution may not, at all times, be able to fund the travel, accommodation and daily subsistence costs for individual GA Reps. A Branch may, at its discretion, choose to use its resources to augment/supplement a GA Reps expenses.

(iv) Duties of a General Assembly Representative

- The GA Rep will represent the Branch at General Assembly meetings as the official spokesperson for the Branch. The individual may forward Branch concerns on Institutional policies, advance questions on programme matters or surface fire engineering concerns deemed to require Institution action at the corporate level. Other issues may be brought before the General Assembly but these should be of a strategic nature, as opposed to operational matters, which should be addressed to the Chief Executive Officer of the Institution. Operational/procedural issues may be brought to the General Assembly for their input/review by the CEO with the agreement of the Leader.
- A GA Rep, in conjunction with other GA Reps at a General Assembly meeting will consider agenda items, decide on appropriate action(s) and direct the General Assembly secretariat to record same, as well as request agencies to complete/finalise open agenda items. The General Assembly will advise the Institution's Board of Directors of items it deems appropriate for the Board to consider. The General Assembly will offer the Board its recommendations and opinions on issues forwarded to the Board.

- The main functions of the General Assembly are described in Section 1 above. The GA Reps, via General Assembly, will be the formal link between the Membership and the Board of Directors.

5 Leader and Vice Leader of the General Assembly

(i) Leader of the General Assembly

The Leader of the General Assembly acts as the Chair of the General Assembly and has an overriding responsibility to ensure that the business conducted at meetings is aligned with the General Assembly's objectives. Specifically, this will include:

- Liaising with the Board to agree the venues and dates of General Assembly meetings;
- Receiving items from the Board for General Assembly debate and consulting with General Assembly Representatives to identify other items for inclusion in the General Assembly agenda;
- Overseeing drafting of the agenda and receiving of supporting papers for individual agenda items with support from the secretariat;
- Calling meetings to order;
- Acting as Chair to facilitate discussion and ensure fair and impartial representation of views;
- Overseeing formal voting;
- Summarising conclusions of debate;
- Liaising with the General Assembly's elected members on the Board;
- Fostering and supporting the objectives of the General Assembly in the periods between General Assembly meetings.

The Leader and Vice Leader will not normally attend meetings of the Board of Directors. They will liaise with the two nominated Directors that sit on the Board of Directors from the GA (see Section 8 below) and ensure that matters are passed to and from the Board. This should ensure that the Leader and Vice Leader are normally available to fulfil their obligations to the General Assembly during meetings and workshops.

(ii) Vice Leader of the General Assembly

The Vice Leader of the General Assembly acts as the Chair of the General Assembly in the absence of the Leader and also has an overriding responsibility to ensure that the business conducted at meetings is aligned with the General Assembly's objectives.

(iii) Election of the Leader and Vice Leader of the General Assembly

The Leader and Vice Leader are elected by a ballot from the Branch General Assembly Representatives and serve for a period of one year. In this context, a

Branch General Assembly Representative is one who is duly elected by their respective Branch members and carries a corresponding entitlement to vote on the General Assembly.

Alternate Branch Representatives are not eligible to stand for election as Leader or Vice Leader.

The procedure for electing the Leader is as follows:

- 30 days before the General Assembly meeting coinciding with the Annual General Meeting the CEO will request nominations for the post of Leader and Vice Leader. Nominations may be submitted by any member of the General Assembly.
- 21 days before that General Assembly meeting, the CEO will advise the members of the General Assembly of those standing for election.
- A simple ballot of the Branch Representatives present will be held at that meeting of the General Assembly. Any Branch Representative standing for election as Leader or Vice Leader is not entitled to vote for him/herself. Those unable to attend that General Assembly meeting will be allowed to vote by proxy.

Nominees for the role of Leader and Vice Leader of the General Assembly should not agree to stand for election if they do not intend to remain in post as a representative of their respective branch for the duration of their projected term of office. However, it is accepted that they may lose the support of their branch during their period of office. In this event, they will be required to resign their post with immediate effect and a new Leader (or Vice Leader) will be elected at the next available opportunity. The CEO will facilitate this process as detailed in Section 4 above.

6 Attendance at General Assembly Meetings and Workshops

Attendees at each General Assembly meeting and workshop should, wherever possible, include:

- The International President and the Chairman of the Board of Directors;
- Other members of the Board of Directors, as deemed appropriate by the Board;
 - Members of the Institution's Secretariat, as appropriate; and
- Any other person that the General Assembly may choose to invite in order to further its aims and objectives.

Members of the Board are encouraged to attend meetings of the General Assembly, at their discretion, or may be invited to attend by the Leader to aid discussion.

7 Meetings

(i) Agenda and Papers

The dates of General Assembly meetings will be set sufficiently in advance to provide attendees with adequate time to make travel arrangements. The agenda and supporting papers will be issued to attendees 21 days in advance of the meeting and will also be available on the IFE website.

(ii) Chair

The Leader shall preside at every General Assembly Meeting and, in his or her absence, the Vice Leader of the General Assembly shall be chair of the meeting. If the Leader and the Vice Leader of the General Assembly are unable to attend the meeting, the General Assembly Representatives present may choose one of their number to chair the meeting.

(iii) Quorum

Fifteen General Assembly Representatives present in person or by proxy at the time of the start of business will constitute a quorum of the General Assembly.

If a quorum is not present, the meeting may continue but any decisions taken will require subsequent ratification by the General Assembly.

(iv) Voting

Business decisions of a meeting, except for the election of Leader, Vice Leader, and Board representatives of the General Assembly shall be ascertained by a poll. On a poll, each General Assembly Representative shall (subject to the Branch having a minimum of 25 members) have one vote for every 50 members (or part thereof) in the Branch by which they were elected (as recorded in the records held by the Institution on the previous 31 December).

(v) Minutes

The Chief Executive Officer will make arrangements for recording minutes of General Assembly meetings. The minutes will be circulated to General Assembly Representatives and the Board of Directors as soon as possible following the meeting. Minutes will also be posted on the Institution's web site.

(vi) Proceedings

The order and conduct of business at General Assembly meetings will be in accordance with the Standing Orders contained in the Institution's Memorandum and Articles of Association.

8 Election of GA Representatives to the Board of Directors

(i) The Election Process

The General Assembly shall elect two of its members to serve on the Board of Directors. The election of these two Directors shall follow the election process identified below:

- Nominations must be signed by a proposing member within the General Assembly and seconded by two other members and signed by the person nominated, signifying consent to act.
- Nominations must be forwarded to the Chief Executive Officer to conduct a postal ballot.
- A ballot list of all nominees together with a brief description of their record in the Institution will be forwarded to each General Assembly Representative.
- After recording their vote the ballot papers must be returned in a sealed envelope to the Chief Executive Officer.
- A Committee of scrutinizers, consisting of at least three persons, appointed by the Board, who are not candidates in the election, shall open the sealed envelopes.
- The candidates receiving the highest number of votes will be declared elected as the representatives of the General Assembly.
- The outcome of the election will be notified to the Board no later than the first of May in the year of the election. The number of votes cast for each nominated candidate will be declared to the Board and all General Assembly Representatives.
- The two GA Directors will not normally be elected in the same year. This is intended to assist in providing stability on the Board.

(ii) The Role of the Elected Directors

The two Directors elected to the Board from the GA will serve as full Directors of the Board. As such, they will be allocated portfolios of work to further the aims and objectives of the Institution. Their responsibilities and obligations to the General Assembly as Branch Representatives will be in addition to their role and responsibilities as Directors on the Board. The Chairman of the Board is requested to be mindful of this when allocating portfolios to the GA Directors.

It is clear that any decision to stand for election as a GA Director should not be taken lightly. The consequential workload is likely to be significant.

The GA Directors will be responsible for passing matters to and from the Board of Directors. They will take matters arising from the General Assembly to the Board and, conversely, will bring matters to the attention of the General Assembly from the Board. They will play a key role in promoting the "Aims of the Assembly", as detailed in Section 1 above.

(iii) Rules Regarding Eligibility and Term of Office

The following Rules will apply to GA Representatives elected to serve as Directors on the Board of Directors:

- Once elected, GA Directors will serve on the Board as representatives of the General Assembly for a three-year term of office. They should also, wherever possible, remain as a Branch General Assembly Representative during this period (see below). They are not required to resign as a Branch General Assembly Representative.
- Prior to agreeing to stand for election as a GA Director, GA Reps are required to obtain a Letter of Endorsement from their respective Branch Council confirming that their GA Rep has the support of the Council to stand for election. This is intended to ensure, as far as practically possible, that the GA Rep will maintain the support of their Branch during their period of office as a Director on the Board.
- If, during their 3 year term of office as a Director, the Director loses the support of their Branch (i.e. the Branch elect a new Representative to the General Assembly), they will remain in post and complete their three year term of office. They will also remain as members of the General Assembly and will participate fully in its business. However, they will not carry a vote on formal business matters (see 7(iv) above), as the new GA Rep from that Branch will now carry this vote. In these circumstances, they will not be eligible for re-election as a GA Director at the end of their term of office.
- To be eligible for election as a GA Director, a candidate must be a serving Branch Representative on the General Assembly. A candidate may serve successive terms of office as a GA Director, providing they continue to represent their respective Branch on the General Assembly. Alternate GA Reps are not eligible to stand for election as a GA Director.
- The Leader and Vice Leader of the General Assembly may stand for election as GA Directors but, if successful, will automatically resign their post as Leader/Vice Leader. In such circumstances, a new Leader/Vice Leader will be elected at the next opportunity (see 5(iii) above).

(iv) Grandfather Rights of Serving GA Directors

The rules relating to GA Directors detailed above were determined by the General Assembly in July 2007. It was agreed at this time that the GA Directors currently in post would remain in post for their full term of office. The new rules (see above) will apply to any subsequent appointments.

9 Expenses

The Institution will meet venue costs of General Assembly meetings. The Board of Directors will determine what other expenses will be paid.

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