

The Institution of Fire Engineers

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

A charity managed for fire professionals by fire professionals, with the aim of promoting, encouraging and improving the science, practice and professionalism of fire engineering.

**Our vision**

A global organisation of fire professionals striving to build a safer society.

**Our mission**

To promote, encourage and improve the science, practice and professionalism of fire engineering.

**Our values**

Inclusivity, professionalism, value, learning, responsibility, independence and openness.

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## Introduction

The International General Assembly of The Institution of Fire Engineers is established and organised to accomplish the following goals:

- ◆ Support of the corporate strategy that sets the direction and global agenda of the Institution;
- ◆ Providing a forum for Branches to share experiences and support for Branch development;
- ◆ Provision of a debating forum and sounding board for new initiatives for proposal to the Board, or from the Board;
- ◆ Election of up to two representative members on the Board of Directors.

### 1. Aims of the International General Assembly

The International General Assembly provides a forum for member representatives to engage in debate in order to inform the Institution's Board of Directors of relevant issues and support them in achieving the Institution's strategic goals.

The International General Assembly recognises 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 International General Assembly provides a means of engaging with the membership through their elected Branch representatives and communicating their views to the Board.

The International General Assembly will offer the Board its recommendations and opinions on issues forwarded to the Board following each meeting and, if appropriate, workshops.

### 2. Constitution and Rules of Governance

In accordance with Article 38 of the Institution's Memorandum of Association, the authority for the formation of the International 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 (43 to 48). The outline for the operation of the International General Assembly is in accordance with the provisions contained in the Memorandum and Articles of Association.

### 3. Frequency and venue of meetings and workshops

The International General Assembly will meet up to twice each year. It is anticipated that one meeting will take place at the time of the AGM and the other at a time to be approved by the Board, but most likely to be in the first quarter of each year.

To run concurrently with each International General Assembly meeting, a “workshop” day may be organised in agreement with the Board. The workshop will normally be less formal and will be used as an opportunity for the International General Assembly to debate and develop ideas that may be used by the Board to further the aims and objectives of the Institution, or to discuss such matters as may have been submitted by the Board to the International General Assembly.

The venue and date for meetings of the International General Assembly will be approved in advance by the Board.

#### **4. Election of International General Assembly Representatives**

Each constituted Branch of the Institution is entitled to elect one International General Assembly Representative to attend International 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 International General Assembly Representative. The procedure is as follows:

- ◆ Each International General Assembly representative will be elected by an open, transparent and democratic process, which will be approved and published by the Branch Council with a copy forwarded to the Company Secretary.
- ◆ The Branch Secretary shall send in writing the name of the duly elected International General Assembly Representative to the Company Secretary 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 International General Assembly shall be three years or as described in the duly approved Branch Constitution. A Branch may re-elect a representative for more than one term.

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 International General Assembly shall retire from the International General Assembly each year, but may be re-elected by their respective Branches.

#### ii. Appointment of Alternates

In the event that an International General Assembly representative is unable to attend a meeting of the International 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 given to the Company Secretary not less than 21 days before the appointment is to take effect. It is expected that a designated

Alternate would not be the regular Branch representative but only be the nominated member where the appointed Branch representative is unable to attend a regular meeting.

An Alternate will be entitled to receive copies of all documents available to International General Assembly Representatives, attend and perform all the functions on behalf of the principal Branch representative in his or her absence.

#### iii. Qualifications of an International General Assembly Representative

An International General Assembly Representative 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 International General Assembly actions, as well as actively participate in International General Assembly activities, projects and programmes.

#### iv. Duties of an International General Assembly Representative

- ◆ The International General Assembly Representative will represent the Branch at International General Assembly meetings as the official spokesperson for the Branch;
- ◆ The individual may forward Branch concerns on matters to the International General Assembly Leader for inclusion in the International General Assembly Agenda.

Other issues may be brought before the International General Assembly but these should be of a strategic nature, as opposed to operational matters, which should be addressed to the IFE Senior Management team of The Institution of Fire Engineers.

- ◆ An International General Assembly Representative, in conjunction with other International General Assembly Representatives at an International General Assembly meeting, will consider agenda items, decide on appropriate action(s), as well as request agencies to participate to finalise open agenda items;
- ◆ The International General Assembly Representatives, via the International General Assembly, will be the formal link between the Branch membership and the Board of Directors.

## 5. Leader and Vice Leader of the International General Assembly

### i. Leader of the International General Assembly

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

- ◆ Liaising with the Board Chair and Chief Executive Officer & Company Secretary to agree the venues and dates of International General Assembly meetings;
- ◆ Receiving items from the Board for International General Assembly debate and consulting with International General Assembly Representatives to identify items for inclusion in the International General Assembly agenda;
- ◆ Overseeing the drafting of the agenda and receiving of supporting papers for individual agenda items, with support from Head Office staff, for International General Assembly meetings;
- ◆ Calling meetings to order;
- ◆ Overseeing formal voting;
- ◆ Summarising conclusions of debate;
- ◆ Liaising with the International General Assembly's elected members on the Board as necessary;
- ◆ Fostering and supporting the objectives of the International General Assembly in the periods between International General Assembly meetings.

The Leader and Vice Leader will not normally attend meetings of the Board of Directors. They will liaise with the International General Assembly elected Board Director to 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 International General Assembly during meetings and workshops.

### ii. Vice Leader of the International General Assembly

The Vice Leader of the International General Assembly acts as the Chair of the International 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 International General Assembly's and Institution's objectives. The Vice Leader also has responsibility for noting matters discussed at workshops.

### iii. Election and appointment of the Leader and Vice Leader of the International General Assembly

The Leader and Vice Leader are elected by a ballot from the Branch International General Assembly Representatives and serve for a period of one year. In this context, a Branch International General Assembly Representative is one who is duly elected by their respective Branch members and carries a corresponding entitlement to vote on the International General Assembly. Alternate Branch Representatives are not eligible to stand for election as Leader or Vice Leader.

At the conclusion of the International General Assembly meeting coinciding with the AGM, the serving Vice Leader will become the Leader of the International General Assembly for the coming year. The International General Assembly will elect a new Vice Leader following the process outlined below:

- ◆ At least 30 days before the International General Assembly meeting coinciding with the Annual General Meeting, the Chief Executive Officer & Company Secretary will request nominations for the post of Vice Leader. Nominations may be submitted by any member of the International General Assembly. Any nominations received will be forwarded to the Nominations Committee for review, who will provide advice to the International General Assembly and Board of Directors on the content and suitability of a candidates manifesto.
- ◆ At least 21 days before the International General Assembly meeting, the Chief Executive Officer & Company Secretary will advise the members of the International General Assembly of those standing for election and distribute the manifesto of each nominee.
- ◆ A simple ballot of the Branch representatives present will be held at that meeting of the International General Assembly. Those unable to attend that International General Assembly meeting may instruct a proxy to vote for them by advising the Chief Executive Officer & Company Secretary, in writing, at least 14 days before the meeting. The highest polling member will be declared as International General Assembly Vice Leader.

Nominees 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 (2 years). However, it is accepted that they may lose the support of their Branch during their period of office, or may have to stand down for some other reason. In this event, they will be required to resign their post with immediate effect and a new Leader and/or Vice Leader will be elected at the next available opportunity following the election process outlined above. The Chief Executive Officer & Company Secretary will facilitate this process.

### **6. Attendance at International General Assembly meetings and workshops**

- ◆ Members of the Board are encouraged to attend meetings of the International General Assembly at their discretion, or may be invited to attend by the Chair of the Board of Directors, or the Chief Executive Officer & Company Secretary to aid discussion.
- ◆ Members of the Institution's Head Office staff, as appropriate.



- ◆ Any other person that the International General Assembly may choose to invite in order to further its aims and objectives. Any associated costs likely to be incurred by IFE Head Office must be proposed for consideration by and approved by the Board, before any invitations are issued.

## 7. Meetings

### i. Agenda and papers

The dates of International 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 available to attendees 21 days in advance of the meeting.

### ii. Chair

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

### iii. Quorum

Fifteen International General Assembly Representatives present in person, or by proxy, at the time of the start of business will constitute a quorum of the International General Assembly. If a quorum is not present, the meeting may continue but any decisions taken will require subsequent ratification by the International General Assembly.

### iv. Voting

Business decisions of an International General Assembly meeting shall be ascertained by a poll normally in the form of a show of hands. On a poll, each International 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 & Company Secretary will make arrangements for recording minutes of International General Assembly meetings. The minutes will be available to International General Assembly Representatives and the Board of Directors as soon as possible following the meeting. The International General Assembly Leader will make arrangements for the recording of any actions resulting from International General Assembly workshops.

#### vi. Proceedings

The order and conduct of business at International General Assembly meetings will be in accordance with the Institution's Standing Orders, "order and conduct of business at meetings of the Institution".

### **8. Election of two International General Assembly Representatives to the Board of Directors**

#### i. The Election Process

The members of the Board elected by the International General Assembly shall be elected by ballot of the International General Assembly. Nominations shall be proposed by an International General Assembly Representative and seconded by two other International General Assembly Representatives and also by the person nominated signifying consent. Nominations shall be forwarded to the Company Secretary. A ballot shall take place and a ballot list of all nominees together with a brief description of their record in the Institution shall be forwarded to each International General Assembly Representative. After members have recorded their vote they shall be returned electronically or by such other method stipulated by the Board to the Company Secretary.

The electronic votes shall be counted prior to the Annual General Meeting, by the Company Secretary and one member of the Board who is not a candidate in the election. According to the number of vacancies occurring those candidates receiving the highest number of votes shall be declared elected. In the case of equality of votes, the Leader of the International General Assembly shall be entitled to a second vote.

Any casual vacancy occurring for a member of the Board elected by the International General Assembly may be filled by an International General Assembly Representative.

### ii. The role of the elected Directors

The two Directors elected to the Board from the International General Assembly 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. They will however be expected to maintain a liaison with the International General Assembly and to act as a conduit, where necessary, for the dissemination of information to and from the Board.

### iii. Rules regarding eligibility and term of office

The following rules will apply to International General Assembly Representatives elected to serve as Directors on the Board of Directors:

- ◆ Prior to agreeing to stand for election as an International General Assembly Director, International General Assembly Representatives are required to obtain a letter of endorsement from their respective Branch Council confirming that their International General Assembly Representative has the support of the council to stand for election. This is intended to ensure, that the International General Assembly Representative will maintain the support of their Branch during their period of office as a Director on the Board;
- ◆ To be eligible for election as an International General Assembly Director, a candidate must be a serving Branch representative on the International General Assembly. A candidate may serve successive terms of office as an International General Assembly Director, providing they continue to represent their respective Branch on the International General Assembly. Alternate International General Assembly Representatives are not eligible to stand for election as an International General Assembly Director. However, they may attend the International General Assembly meetings if the International General Assembly appointed Director is attending a Board meeting at the time of the International General Assembly meeting;
- ◆ The Leader and Vice Leader of the International General Assembly may stand for election as International General Assembly 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.
- ◆ Once elected, International General Assembly Directors will serve on the Board as representatives of the International General Assembly for a three-year term of office.
- ◆ If, during their 3-year term of office as a Director, the Director loses the support of their Branch, (i.e. the Branch elects a new Representative to the International General Assembly), or the International General Assembly, they can no longer remain as an International General Assembly Representative Director, because they will no longer be an International General Assembly Representative. Should this occur during his or her three-year term of office, he or she must stand down from the Board and new elections will be held.

## **9. Expenses**

The Board of Directors will determine what other expenses will be paid. This is normally limited to accommodation (2 nights for UK, 3 nights for overseas), subsistence for the same period and meeting venue costs.