

By-laws of Fire Protection Association Australia – May 2022

BY-LAW 1: MEMBERS

1. MEMBERSHIP

1.1 Classes of Membership

The Members of the Association at any point in time which shall comprise of persons the Board admits to Members in accordance with the Constitution and under these By-laws and shall comprise of:

- (a) individual Members;
- (b) professional Members;
- (c) corporate Members;
- (d) organisation Members; and
- (e) honorary life Members.

1.2 Individual Members

Individual Members shall comprise of all natural persons interested in fire protection and fire prevention and who are admitted to membership by the Board.

1.3 Professional Members

Professional Members shall comprise individuals who are registered with a body representing professionals in the fire protection industry.

1.4 Organisation Members

Organisation Members shall comprise all businesses and institutional entities with interest in the fire protection industry but not directly related to the provision of goods and services in the fire protection industry and who are admitted to membership by the Board. This may include organisations that are major consumers of fire protection goods and services such as the chemical industry, manufacturing industry, general commerce, hospitals, state and federal government agencies/departments, local government, institutions, fire services and other like associations.

1.5 Corporate Members

Corporate Members shall comprise firms (however structured) that have a direct commercial interest in the provision of fire protection and fire related goods and/or services and who are admitted to membership by the Board.

1.6 Honorary Life Members

There shall be not more than 20 Honorary Life Members who shall comprise of persons who are unanimously elected by all directors of the Board OR by ordinary resolution of the Association in general meeting provided that:

- (a) the person has in the opinion of the Board rendered exceptional service in the work of fire prevention and fire protection in Australia or overseas for a period in excess of fifteen years;
- (b) the Board has determined to invite such person to become an Honorary Life Member; and
- (c) the person has consented in writing to being elected an Honorary Life Member.

An Honorary Life Member shall be entitled to receive all of the rights and benefits of an Individual Member.

1.7 Awards

- (a) In this clause:
 - (i) "Award" means any scholarship, grant, prize or expression of perpetual recognition by the Association to the recipient.
 - (ii) "Recipient" shall be an individual, business or institutional entity to whom an Award is bestowed.
 - (iii) "Rules" includes the conditions of entry, criteria and factors for an Award approved by the Board, or by its delegates.
- (b) The Board or its delegates may, from time to time, bestow Awards upon Recipients in Accordance with Rules determined by the Board.
- (c) The funding of an Award may come from, but is not limited to:
 - (i) contributions from Members specifically provided for an Award;
 - (ii) the general income of moneys of the Association as the Board deems appropriate; or
 - (iii) Association.
- (d) In the event that the Board deems that an Award is to be discontinued, the funding relating to that Award shall be distributed as follows:
 - (i) firstly, in satisfaction of any debts and liabilities relating to that Award; and
 - (ii) any remaining funds shall be transferred to another Award of the Association, or to an Award offered by another Association with similar objects as the Association.

1.8 Sponsors

- (a) In this clause a "Contribution" includes, but is not limited to, a payment of money, a provision of goods, a provision of services, or a single event sponsorship.
- (b) Where the Board and any Member have agreed in writing that the Member will make a contribution to the Association, which will benefit the Association, and the contribution is made, that Member shall be entitled to be called a Sponsor of the Association for that period of time.

2. FEES

2.1 Amount of Membership Fees

The Membership fee, payable by applicants for membership of the Association and on renewal, shall be fixed by the Board from time to time and shall be payable by Members at such times and in such manner as determined by the Board.

2.2 Discretion regarding Fees

The Board may in its discretion:

- (a) determine that no Membership fee is payable by a Member or class of Members (in whole or in part) for any given year; and
- (b) extend the time for payment of any Membership fee by any Member or class of Members.

2.3 Return of Fees

No part of any Membership fee shall be refunded to a Member who ceases to be a Member.

BY-LAW 2: OFFICEHOLDERS AND DELEGATION

1. APPOINTMENT OF PRESIDENT AND VICE PRESIDENT

- (a) At the first meeting of the Board after each AGM, the Elected Directors shall elect a President from amongst the current Elected Directors.
- (b) At the first meeting of the Board after each AGM, the Board shall elect a Deputy (Vice) President from amongst the current Elected Directors.
- (c) The President is entitled to Chair every meeting of the Board. In the absence of the President, the Vice President of the Board is entitled to preside as Chair.

2. EXECUTIVE COMMITTEE

- (a) There shall be an Executive Committee which shall consist of:
 - (i) the President;
 - (ii) the Vice President;
 - (iii) the Chief Executive Officer (CEO) (as an ex-officio member); and
 - (iv) up to 3 other additional members of the Board as the Board may from time to time appoint.
- (b) A member of the Executive Committee may be removed at any time by the Board.
- (c) The Board may from time to time entrust to, delegate and confer on the Executive Committee such of the powers exercisable under the Constitution and these By-laws by the Board as it may think fit and may confer the powers for the time and to be exercised for the objects and purposes and on the terms and conditions and with the restrictions which it thinks fit.
- (d) The powers conferred on the Executive Committee any be conferred either collaterally with or to the exclusion of and in substitution for all or any of the powers of the Board and the Board may from time to time revoke, withdraw, alter or vary all or any of the powers.
- (e) The Executive Committee shall be subject to the control of the Board.
- (f) All of the provisions in relation to the proceedings of the Board and regulating meetings of the Board so far as they are applicable and are not superseded by regulations made by the Board under the Constitution shall apply to meetings and proceedings of the Executive Committee save that:
 - (i) a quorum shall be three unless the Board determines that a quorum is some other number;
 - (ii) the Executive Committee shall meet at least twice each year; and
 - (iii) the Executive Committee shall make reports and give information to the Board in such matters and at such items at the Board may direct.

3. FINANCE DIRECTOR

The Board of Directors may appoint, from amongst the current Directors, a Finance Director who shall provide general supervision of the financial affairs of the Association on behalf of and subject to the approval of the Board.

4. TECHNICAL DIRECTOR

The Board of Directors may appoint, from amongst the current Directors a Technical Director who shall provide general supervision of the technical affairs of the Association on behalf of and subject to approval of the Board.

5. OTHER DIRECTOR POSITIONS

The Board of Directors may appoint, from amongst the current Directors, to various positions or roles as they deem necessary to fulfil the objectives of the Association from time to time.

6. OTHER COMMITTEES

The Board of Directors may establish and appoint Directors to various committees as it deems necessary to fulfil the objectives of the Association. The Board of Directors may appoint or disband committees at any time as it deems necessary. Such committees shall be a sub-committee of the Board and have no rights or duties with respect to the Association other than those designated by the Board of Directors. The Directors appointed to various committees shall report to the Board as advised by the Board.

7. RELEVANT EXPERIENCE OR LEARNING

All elected and appointed Directors, who does not have relevant experience or learning relating to governance, risk management and compliance, are expected to complete a course (as determined by the Board and paid for by the FPA Aust) within the first three months of election or appointment.

8. ROLE AND DELEGATION OF THE CEO

8.1 Role of the CEO

The CEO is responsible to the Board of Directors for the effective conduct of the affairs of the Association. The CEO also serves as staff liaison to all committees and provides liaison between committees and the Board of Directors.

8.2 Delegation to CEO or COO

- (a) Subject to the Constitution and the Corporations Act, the Board of Directors has delegated to the CEO or COO the authority to manage the day to day affairs of the Association and the authority to control the affairs of the Association.
- (b) In response to this delegation the CEO or COO is to provide regular summary reports to the President, and the Board of Directors at periods not less than one month, covering any key initiatives, projects, issues or other items as agreed. These reports should include both events to the date of the report and actions planned over the next month.
- (c) The Board shall commit the CEO's or COO's delegated authority to writing and provide that written document to the CEO or COO ("the Delegation Authority"). The CEO's or COO's authority does not extend beyond the authorities set out in the Delegation Authority.

9. DIRECTORS ACCESS TO INFORMATION

A director may apply to the Company Secretary for copies of historical FPAA board meeting minutes and associated documents that are not documents provided for or available to the directors and any other documents referred to in those documents (historical information) provided:

- (a) The director can establish reasonable grounds to the Company Secretary and the Chair of the Board that:
 - (i) access to the historical information is required for the furtherance of his or her duties as an officer of the Association in the ordinary course; and
 - (ii) the request for access to the historical information is for a proper purpose and in accordance with the FPAA Constitution, By Laws and the Corporations Act; and
- (b) The Company Secretary and Chair of the Board may in their discretion limit or prevent access to historical information where disclosure would be contrary to any legal or contractual obligations of confidentiality of the FPAA or any of its current or former officeholders; and
- (c) All information will be kept strictly confidential and will only be used in the course of the

Director carrying out his or her duties as an officeholder of the Association, consistent with his or her legal duties.

- (d) Where the Director requesting the information is the Chair, the request would be referred to the Board for decision.

Access to historical information may be given or withheld by agreement of the Company Secretary and the Board Chair in their discretion, acting reasonably, having regard to the best interests of the Association.

Where granting access to any historical information may reasonably result in or amount to a breach of any legal or ethical obligation of the Association or any officeholder, the request for access will be referred to the Board to be determined in accordance with clause 15.3 of the Constitution of the Association.

BY-LAW 3: CONDUCT OF ELECTIONS

1. ADVERTISING AND INVITING NOMINATIONS

- (a) The Secretary shall notify the Returning Officer appointed by the Board of a vacancy in any office.
- (b) The Returning Officer shall advise Members at least 40 days prior to the date of the Annual General Meeting (AGM), or the day fixed for declaration of the poll, as the case may be, and invite nominations.
- (c) The roll of voters shall be closed 7 days before the opening of nominations ("Eligible Members").
- (d) Only Eligible Members and their duly authorised representatives recorded in the Membership Register shall be eligible to vote and or nominate for election, provided that each Member may only nominate one representative to the Board.
- (e) The Returning Officer shall forward by any methods permitted under the Constitution (either electronic or hardcopy) notice to each Member entitled to vote at the election, a nomination form which shall include, or be accompanied by notification of the closing date for nominations which shall be not less than 14 days from the date when notice is taken to be given pursuant to the Constitution, nor later than 4.00pm on the 21st day prior to the day fixed for declaration of the poll.
- (f) The notification shall also state:
 - (i) that nominations will not be received by the Returning Officer after the closing date;
 - (ii) that a nomination will not be valid unless a signed consent of the nominee is received by the Returning Officer (either electronically or hard copy) before the closing date; and
 - (iii) the address to which the nominations and consents are to be forwarded.
- (g) A nomination shall in every case be:
 - (i) in writing;
 - (ii) signed by the proposer who must be a Financial Member and seconded by an alternative Financial Member;
 - (iii) assented to in writing by the nominee; and
 - (iv) send in hardcopy or by electronic mail.
- (h) Nominations and consents must be received by the Returning Officer by 4.00 pm (Eastern Standard Time) on the closing date.
- (i) The Returning Officer shall inspect the nominations and consents received and satisfy themselves as far they reasonably can, that each of them is in order.
- (j) If only the required number of valid nominations is received, the Returning Officer shall certify to the Secretary and Board that the said candidate/s have been elected unopposed.
- (k) If less than the required number of nominations is received, the Returning Officer shall as soon as possible thereafter, furnish the Board in writing with particulars of such valid nominations and the Returning Officer's declaration of the election of such candidates.
- (l) If the Returning Officer finds a nomination to be defective, the Returning Officer shall, before rejecting the nomination, notify the person concerned of the defect and, where practicable, give the person the opportunity of remedying the defect within a period of not less than 7 days after the person is notified.
- (m) If more than the number of valid nominations required to fill any vacant position of positions is received, the Returning Officer shall conduct a secret ballot pursuant to the Constitution, under standard preferential voting, to fill such vacancy or vacancies as the case may be.
- (n) Any Member appointed under this clause holds office until the next AGM wherein they must resign, but can be re-elected by the Members in accordance with the terms of the Constitution.

2. PREPARATION OF BALLOT AND ROLL OF VOTERS

- (a) In the event of a postal or electronic ballot being required, the Returning Officer shall cause to be prepared a sufficient number of ballot papers or electronic communications with ballot papers attached on which shall appear the names of the candidates and directions for voting.
- (b) The Secretary shall, prior to the despatch of ballot papers to voters, furnish the Returning Officer with a certificate to the effect that the accompanying list of Eligible Members.
- (c) The order in which the names of the candidates for a particular position are to appear on the ballot paper shall be determined by lot as drawn by the CEO and witnessed by a Member of the Association's management team.
- (d) The directions for voting shall instruct the voter to mark an order of preference for all candidates for a particular position by using the numbers 1, 2, 3 and so on up to the number of candidates.

3. FORWARDING AND RETURN OF BALLOT PAPERS

- (a) The Returning Officer shall, within ten (10) days after the closing date for nominations, electronically or by hardcopy forward to every Member entitled to vote in the election/s a ballot paper or ballot papers initialled or marked (in such a form as the Returning Officer thinks fit) by the Returning Officer and set out the process to affect a valid vote in the election.
- (b) If the Returning Officer is satisfied that any such ballot paper has been destroyed, lost, damaged, misused and, in the case of a damaged or misused ballot paper, on receipt thereof, he/she shall supply to the person to whom the original ballot paper was supplied a substitute ballot paper which he/she shall have initialled and which shall be marked "substitute ballot paper".
- (c) The Returning Officer shall advise all voters of the closing date for the receipt of returned ballot which he/she shall fix and which shall be not less than 14 days from the date he/she posts (electronically or in hardcopy) such ballot papers, nor later than noon on the second day before the date fixed for the AGM in the case of an annual election. Such notice shall also be forwarded to Members together with the details of the candidate's personal profile to be furnished with every candidate's nomination.
- (d) The Returning Officer shall arrange for the use of a post office box, email or electronic address or other receptacle to which ballot papers may be returned and shall arrange for such ballot papers not to be opened or accessed by any person other than himself/herself or his/her deputy.
- (e) If in hardcopy, a voter shall not mark a ballot paper or any unaddressed envelope containing the same with his/her name or otherwise disclose his/her identity thereon or therein.
- (f) If a Member who is entitled to vote at any election held under these rules will be absent from his/her usual address during a ballot, such Member may apply to the Returning Officer for a ballot paper to be sent to him/her at a physical or electronic address which he/she nominates.

4. SCRUTINY OF BALLOT PAPERS

- (a) The Returning Officer shall, on the day following the closing date for the receipt of returned ballot papers, collect the same from the box or receptacle or email or electronic address referred to in paragraph 3(d) above.
- (b) In the presence of scrutineers, the Returning Officer shall count the votes.
- (c) Each ballot paper shall be scrutinised by the Returning Officer. Any ballot paper which:
 - (i) if not completed or returned in accordance with the relevant instructions;

- (ii) does not indicate a vote for at least the number of candidates to be elected; or
 - (iii) carries any mark or writing which could identify the vote, shall be declared informal and shall be set aside as finally dealt with and not admitted to the count.
- (d) Any ballot response received after the nominated closing date shall be destroyed without opening or accessing and considered not valid.

5. COUNTING OF VOTES

- (a) In the case of an election of one candidate to fill a single vacancy, the procedure for the counting of votes shall be as follows:
- (i) A candidate must poll an absolute majority (that is, in excess of 50 percent) of all formal votes to be elected.
 - (ii) If after all first preference votes are counted, no candidate has obtained an absolute majority of all formal votes, then the candidate with the fewest number of first preference votes shall be excluded. That excluded candidate's second preference votes shall then be distributed to the remaining candidates.
 - (iii) If after that exclusion no candidate has obtained an absolute majority of formal votes, the next remaining candidate with the fewest votes shall be excluded and all of his or her votes (that is, first preference votes plus any votes received from the first excluded candidate) distributed to the remaining candidates according to that candidate's second preference.
 - (iv) The above process shall be continued until one candidate obtains an absolute majority of formal votes and is thereby elected.
 - (v) If at any exclusion, the next available preference is for a previously excluded candidate, then that preference shall be disregarded and the vote distributed to the next continuing candidate for whom the next available preference is shown.
- (b) Where the election of more than one candidate is required, the first successful candidate shall be elected in accordance with the procedure set out above and the election of additional candidates shall proceed as follows:
- (i) Following the election of the first candidate, all ballot papers shall be sorted back to first preference votes (including those to be treated as such in accordance with paragraph 5(a) above) and all ballot papers containing a first preference vote for the first elected candidate shall then be distributed to the remaining candidates according to the second preference votes on such ballot papers and any candidate thus obtaining an absolute majority of votes is thereby elected.
 - (ii) If no candidate has then received an absolute majority, the candidate with the fewest votes shall be excluded and his or her votes (that is, first preference votes plus any votes received from the previously elected candidate) distributed to the next available preference among the remaining candidates. The process shall be continued until a candidate has obtained an absolute majority of votes and is thereby elected as the second successful candidate.
 - (iii) Following the election of the first and second candidates, all ballot papers shall be sorted back to first preference votes as described in paragraph 5(a) above and all ballot papers showing a first preference for the two elected candidates shall be sorted to the next available preference and shall be distributed among the remaining non-elected candidates and a candidate thus obtaining an absolute majority of votes shall be the third elected candidate.
 - (iv) If no candidate has received an absolute majority, the candidate with the fewest votes shall be excluded and his or her votes (that is, first preference votes plus any votes received from the previously elected candidates) shall be distributed to the next available preference among the remaining non-elected candidates. This

process shall be continued until a candidate has obtained an absolute majority and is thereby elected.

- (v) If there are more than three candidates to be elected, the above process shall be repeated until the required number of candidates has been elected.

6. DECLARATION OF THE POLL

- (a) On completion of the counting of votes, the Returning Officer shall advise the Secretary in writing of the results of the election.
- (b) The Secretary shall cause the Returning Officer's declaration of the poll to be submitted to the AGM in the case of an annual election or, to the next ensuing meeting of the Board in any other case.

BY-LAW 4: PUBLIC STATEMENTS

1. PUBLIC STATEMENTS

- (a) All public statements on behalf of the Association whether oral or in writing in regard to the policy of the Association or a technical matter shall be made either:
 - (i) by the President;
 - (ii) by the CEO (provided the Delegation Authority covers the particular subject matter of the statement), or;
 - (iii) by a person or persons specifically authorised or directed by the President or the Board to do so.

BY-LAW 5: NOTICES AND OTHER COMMUNICATIONS

Unless otherwise required By-law or provided in these By-laws written notice, waiver of notice, or other communications under these By-laws may be given and received by any means of written communication, including, without limitation, postal or other delivery service, electronic mail, or facsimile transmission.

BY-LAW 6: AMENDMENT OF BY-LAWS

The By-laws of the Association may be amended at any meeting of the Directors by the affirmative vote of at least 75% of Directors present and voting at the meeting, provided that notice of the proposed amendment shall have been provided in the notice of the meeting or in a separate notice sent at least 10 days before the meeting.