

**FEDERATION OF ASIAN AND OCEANIA
PEST MANAGERS ASSOCIATIONS INCORPORATED
(FAOPMA)**

AEPMA, PO Box 3102, Hendra QLD 4011

CONSTITUTION

CHAPTER 1 GENERAL STIPULATION

1. NAME

The name of organization 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. 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 the 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 for 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, or common benefit, the professional pest management organizations existing in different countries and regions within Asia and Oceania into the federation.
- (d) To promote the creation of pest management organizations in countries and regions within Asia and Oceania where such organization has not yet been established.
- (e) To foster an exchange of knowledge, information and ideas among pest management professionals.
- (f) To study, product and promote the professional interests of members.
- (g) To plan and sponsor international conference, convention, exhibition of 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.

**FEDERATION OF ASIAN AND OCEANIA
PEST MANAGERS ASSOCIATIONS INCORPORATED
(FAOPMA)**

AEPMA, PO Box 3102, Hendra QLD 4011

CONSTITUTION

- (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.

CHAPTER 2 MEMBERSHIP

4. MEMBERSHIP

- (a) There are two categories of membership:
 - (i) Country Member: this membership is basically restricted to one pest management association from each country and / or region. Each of these memberships is entitled to one vote in the general meeting. Any pest management association within Asia or Oceania may apply for this membership. The eligibility of the applicant shall be determined by the Executive Committee at time of its application. If there is already one or more Country Members from the same country or region, the new application should normally be endorsed by the existing Country Member(s) before it is processed by the Executive Committee. However, if the Executive Committee considers that enrollment of a certain applicant as a Country Member is beneficial to FAOPMA and/or the pest industry, the Executive Committee may waive the endorsement requirement and proceed directly to invite and approve the application. Each country and / or region is entitled to one vote in the general meeting. If there are more than one Country Member from a country or region, they should select amongst themselves one of them to represent the country or region. If they cannot reach a mutual agreement, then they should take turns amongst themselves to represent the country or region term by term in tandem with the term of the Executive Committee. The incumbent Country Member should designate one person to represent the country or region to cast the vote in the general meeting.
 - (ii) Associate / affiliate member: this membership can neither participate in voting in the general meeting nor occupy an office on the Executive Committee.

Associate / affiliate membership qualifications are as follows:

Within Asia or Oceania:

Any other association or private entity engaged in pest management or a related industry which represents a specialized field of activity or pest management association of geographic sub-region of a country.

**FEDERATION OF ASIAN AND OCEANIA
PEST MANAGERS ASSOCIATIONS INCORPORATED
(FAOPMA)**

AEPMA, PO Box 3102, Hendra QLD 4011

CONSTITUTION

Outside Asia or Oceania:

Any association, foundation, or organization engaged in pest management research, education, training or a similar industry. Other private entities may also be considered at the discretion of the Executive Committee.

- (b) The major pest management association of each country/region in Asia or Oceania will be encouraged/invited to join as Country Member. Other associations or private entity may apply for associate/affiliate membership subject to 4(a) (ii) above. All members irrespective of their membership categories must abide by the Constitutions of the Federation.
- (c) *The Federation will maintain a register of members of the association. This register shall contain:*
- *The name of the member;*
 - *The member's residential, postal or email address;*
 - *A member is entitled to inspect the register free of charge;*
 - *The management committee is authorised by to determine a reasonable charge for providing a copy of the register; and*
 - *Any change to the register must be recorded within 28 days after the change occurs;*
- (d) *The committee will determine annually the entrance fee (if any) and the annual membership fee to be paid by the membership of the association.*
- (a) *The committee must determine the entrance fee (if any) and the annual membership fee (if any) to be paid for membership of the Association.*
 - (b) *The fees determined under subrule (1) may be different for different classes of membership.*
 - (c) *A member must pay the annual membership fee to the treasurer, or another person authorised by the committee to accept payments, by the date (the due date) determined by the committee.*
 - (d) *If a member has not paid the annual membership fee within the period of 3 months after the due date, the member ceases to be a member on the expiry of that period.*
 - (e) *If a person who has ceased to be a member under subrule (4) offers to pay the annual membership fee after the period referred to in that subrule has expired —*
 - a. *the committee may, at its discretion, accept that payment; and*
 - b. *if the payment is accepted, the person's membership is reinstated from the date the payment is accepted.*

**FEDERATION OF ASIAN AND OCEANIA
PEST MANAGERS ASSOCIATIONS INCORPORATED
(FAOPMA)**

AEPMA, PO Box 3102, Hendra QLD 4011

CONSTITUTION

5. TERMINATION OF MEMBERSHIP

- (a) Membership may be terminated by voluntary withdrawal documented by registered mail to the Administrative Office of the Federation. A six-month period of advance notice is required.
- (b) Membership may be forfeited by expulsion, by virtue of 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-month from date of the demand notice.
 - (ii) Violation of the Constitutions or General Meeting Resolutions of the Federation.
 - (iii) Any act or acts of member 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 organization 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.

6. RIGHTS OF MEMBERS

- (a) To enjoy the benefits of the Federation as set forth in Article 3 “Objective” of this Constitutions.
- (b) One Country Members from each country and / or region can elect, be elected, propose, vote and recall as applicable in general meetings. If there are 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.
- (c) All categories of members and members belonging to their organization are permitted to use the logo of the Federation for all regular activities and imprint such in their stationeries.

7. OBLIGATION OF MEMBERS

- (a) To abide by 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.

**FEDERATION OF ASIAN AND OCEANIA
PEST MANAGERS ASSOCIATIONS INCORPORATED
(FAOPMA)**

AEPMA, PO Box 3102, Hendra QLD 4011

CONSTITUTION

8. FISCAL PERIOD

The fiscal year of the Federation is from the 30th of June to 1st of July.

CHAPTER 3 ORGANIZATION AND POWERS

9. EXECUTIVE AUTHORITIES

The supreme authority of the Federation is vested in general meetings. When the general meeting is not in session, the President is the authority with executive powers in accordance with established policies. Only new and special matters as considered appropriate by the President may be referred to the Executive Committee for decision or to be ratified in the following general meeting.

10. EXECUTIVE COMMITTEE

The Executive Committee consists of five members and the immediate past president. The five executive committee members and a maximum of two reserve committee members (depends on the number of candidates running for election) are elected by country members present and / or by proxy in the general meeting. The elected candidates will elect from amongst themselves to take up the following posts: President; President - Elect; Vice President; Secretary and Treasurer. The immediate past president will remain as a member of the Executive Committee in a consultancy capacity without voting right for an office term. The President – Elect will automatically become the president in the following office term unless he does not wish to take up the presidency for whatever reason. The minimum qualification for candidates running for election is that he must be a designated representative of the country member for at least one year and has had attended at least two FAOPMA annual meetings.

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.*

**FEDERATION OF ASIAN AND OCEANIA
PEST MANAGERS ASSOCIATIONS INCORPORATED
(FAOPMA)**

AEPMA, PO Box 3102, Hendra QLD 4011

CONSTITUTION

11. TERM OF OFFICE

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

12. REMUNERATION

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

13. 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 office 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 arrangement to ensure the current Executive Committee is able to smoothly running 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.

14. STAFF

The Federation may take on employees, full time or part times, 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

15. 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.

**FEDERATION OF ASIAN AND OCEANIA
PEST MANAGERS ASSOCIATIONS INCORPORATED
(FAOPMA)**

AEPMA, PO Box 3102, Hendra QLD 4011

CONSTITUTION

- (c) To examine, confirm and ratify special decisions made by the Executive Committee during the year.
- (d) To decide on any required innovation and on the recall of any derelict office holder(s).
- (e) To examine, discuss and approve proposals proposed by country members. These proposals must be made within the objectives of the Federation and be included in the meeting agenda prior to the meeting unless consented by majority of voting members present in the meeting under urgent circumstance.
- (f) To elect executive committee members.

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

16. FUNCTIONS AND POWERS OF THE EXECUTIVE COMMITTEE

- (a) To implement resolutions passed and adopted by the general meeting.
- (b) To manage daily affairs of the Federation as and when referred by the Administrator.
- (c) To assist the president in the fulfillment of his mission.
- (d) To decide on membership matters particularly the expulsion of members.
- (e) To convene extra meeting(s) at the request of at least two EXCO members.
- (f) To prepare financial budget and decide 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.

CHAPTER 6 FUNCTIONS AND POWER OF EXCO MEMBERS

17. The President will:

- (a) Represent the Federation consistent with its goals and purposes.
- (b) Preside over all meetings.
- (c) Direct officers of the Executive Committee and take charge of the Federation.
- (d) Diligently pursue resolutions and decisions of the general meeting.
- (e) Delegate his powers to one or more members of the Executive Committee, if necessary and / or in his absence.

**FEDERATION OF ASIAN AND OCEANIA
PEST MANAGERS ASSOCIATIONS INCORPORATED
(FAOPMA)**

AEPMA, PO Box 3102, Hendra QLD 4011

CONSTITUTION

18. The President – Elect will:

- (a) Keep himself familiar with the work, duties and responsibilities of the President.
- (b) Automatically take up the presidency at the end of the term.

19. The Vice President will:

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

20. The Secretary will:

The secretary will keep the Federation documents in a safe place, compile the agenda and record minutes of all meetings.

The Association has no common seal.

21. 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 meeting 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 Association 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 Association’s business.*
- (e) *Custody of books and securities:*
 - a. Subject to subrule (2), the books and any securities of the Association 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 Association 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 committee.*
 - 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*

**FEDERATION OF ASIAN AND OCEANIA
PEST MANAGERS ASSOCIATIONS INCORPORATED
(FAOPMA)**

AEPMA, PO Box 3102, Hendra QLD 4011

CONSTITUTION

authorised to act on behalf of the Association, under section 58(3) of the Act; or

- d. any other record or document of the association.*
- e. The member must contact the secretary to make the necessary arrangements for the inspection.*
- f. The inspection must be free of charge.*
- g. 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.*
- h. 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 Association must open an account in the name of the Association with a financial institution from which all expenditure of the Association is made and into which all funds received by the Association are deposited.*
- b. Subject to any restrictions imposed at a general meeting, the committee may approve expenditure on behalf of the Association.*
- c. The committee may authorise the treasurer to expend funds on behalf of the Association 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 Association must be signed by—*
- e. 2 committee members; or*
- f. one committee member and a person authorised by the committee.*
- g. All funds of the Association must be deposited into the Association's account within 5 working days after their receipt.*

22. Administrator

This is a post appointed by the EXCO in order to maintain 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.

Administrator shall assist the Executive Committee to carry out all administrative duties and management of the Federation as required.

**FEDERATION OF ASIAN AND OCEANIA
PEST MANAGERS ASSOCIATIONS INCORPORATED
(FAOPMA)**

AEPMA, PO Box 3102, Hendra QLD 4011

CONSTITUTION

CHAPTER 7 MEETINGS

23. 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, or 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 secretary 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 of 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 Association's activities during the preceding financial year; and*
 - ii. *if the Association 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 Association is a tier 2 association or a tier 3 association, the financial report of the Association for the preceding financial year 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 Association and other committee members;*
 - d. *if applicable, to appoint or remove a reviewer or auditor of the Association 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. Associate / affiliate members have no voting

**FEDERATION OF ASIAN AND OCEANIA
PEST MANAGERS ASSOCIATIONS INCORPORATED
(FAOPMA)**

AEPMA, PO Box 3102, Hendra QLD 4011

CONSTITUTION

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 have to seek the approval or resolution from the 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.

24. EXTRA-ORDINARY GENERAL MEETING

An extra-ordinary 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 extra-ordinary 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

- 1. *The secretary or, in the case of a special general meeting convened under rule 51(5), the members convening the meeting, must give to each member -*
 - a. *at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or*
 - b. *at least 14 days' notice of a general meeting in any other case.*
- 2. *The notice must —*
 - a. *specify the date, time and place of the meeting; and*

**FEDERATION OF ASIAN AND OCEANIA
PEST MANAGERS ASSOCIATIONS INCORPORATED
(FAOPMA)**

AEPMA, PO Box 3102, Hendra QLD 4011

CONSTITUTION

- b. *indicate the general nature of each item of business to be considered at the meeting; and*
- c. *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*
- d. *if a special resolution is proposed —*
 - i. *set out the wording of the proposed resolution as required by section 51(4) of the Act; and*
 - ii. *state that the resolution is intended to be proposed as a special resolution; and*
 - iii. *comply with rule 53(7).*

b. *Giving Notices to Members*

1. *In this rule —*

recorded means recorded in the register of members.

2. *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 —*

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

25. EXECUTIVE COMMITTEE MEETINGS

- (a) The Executive Committee will hold regular meeting at least once a year. The President (or at request of at least two members of the committee) may call an extra-ordinary meeting when he deems it necessary.
- (b) The Executive Committee members will be given 30 days written notice of any meeting.
- (c) The quorum of an Executive Committee meeting will consist of one half of all Executive Committee voting members.

26. 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 his vote, which will decide whether the issue is carried or rejected.

**FEDERATION OF ASIAN AND OCEANIA
PEST MANAGERS ASSOCIATIONS INCORPORATED
(FAOPMA)**

AEPMA, PO Box 3102, Hendra QLD 4011

CONSTITUTION

- (b) If both the President and Vice President are absent from a meeting, those Executive Committee 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 Executive Committee.

CHAPTER 8 ELECTION

27. EXECUTIVE COMMITTEE ELECTION

- (a) One month 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 qualification for candidate running for election are:
- (i) He has been the designated representative of the country / region member for at least one year and the nomination is endorsed by his parent association.
 - (ii) He has attended at least two FAOPMA general meetings within past three years.
 - (iii) 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 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 he is voting for.
- (e) Each voting member is permitted only to select and mark as in (d) above maximum five name in the ballot. Selection / marking of more than five names will invalidate the ballot. The Administrator or the presiding officer of the meeting will collect all ballots from voting members and open same in the presence of all members.
- (f) Those five candidates who receive the higher number of votes will become executive committee members and remainders will become reserve executive committee members.
- (g) In the event of tie in votes, the decision will be made by drawing lots.

28. ELECTION OF OFFICERS

- (a) After the election of executive committee members, the elected candidates will immediately elect among themselves to fill various offices in the executive committee.
- (b) The president-elect of the previous office term will automatically become the president without going through process in (a) above.

**FEDERATION OF ASIAN AND OCEANIA
PEST MANAGERS ASSOCIATIONS INCORPORATED
(FAOPMA)**

AEPMA, PO Box 3102, Hendra QLD 4011

CONSTITUTION

- (c) A list of the new office bearers will be announced to all members at the end of the meeting.
- (d) 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.
- (e) If any one of the elected officers is proved to be unfit, not qualified, not capable, unwilling or habitually neglects to perform his duties as an Executive Committee office bearer of the FAOPMA, his office may be forfeited by expulsion, by virtue of a majority vote of the Executive Committee which is to be subsequently ratified by a vote of the General Meeting, during which appeal by the person concerned will also be adjudicated.

CHAPTER 9 SPECIAL COMMITTEES

29. SUB-COMMITTEES

The Executive committee may create and appoint special sub-committees to carry out particular activities and operations. For example: convention / exhibition; operations during critical natural disaster encountered within Asian / Oceania counties and others.

CHAPTER 10 REVENUES OF THE FEDERATION

30. SOURCES OF REVENUE

- (a) Membership subscription fees at scales to be determined from time to time by the Executive Committee.
- (b) Proceeds from publications of any materials by the Federation.
- (c) Donations of private person, corporate bodies or public institutions supporting the objectives of the Federation. All donations are to be approved by the executive committee prior to receipt.
- (d) Proceeds from sale of property(ies) of the Federation.
- (e) Income from investments and deposits of the Federation.
- (f) Any fees levied in accordance with resolutions of the general meeting.
- (g) Others.

**FEDERATION OF ASIAN AND OCEANIA
PEST MANAGERS ASSOCIATIONS INCORPORATED
(FAOPMA)**

AEPMA, PO Box 3102, Hendra QLD 4011

CONSTITUTION

CHAPTER 11 EXPENDITURES OF THE FEDERATION

31. 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

32. The Executive Committee will recommend to the general meeting to appoint Honorary Presidents of the Federation whom have met the following qualifications:

- (a) Member of good standing
- (b) Having served as member of the Executive Committee for eight or more years, two years of which must be holding the position as president and another two years of which must be holding the position as immediate past president.
- (c) Attended at least six general meetings of the Federation in past eight years.

They will be entitled to attend the Executive Committee meeting without any voting rights.

33. The Executive Committee will recommend to the general meeting to offer / appoint honorary life associate membership to an individual / entity who given loyal and valuable contributions to the pest management industry. The individual / entity is not required to pay any subscription fees,

34. The Executive Committee may present letters of commendation or letters of appreciation to those who have provided meritorious services / contributions to the Federation.

35. The Executive Committee may propose to the General Meeting to disqualify an Honorary President or Honorary Life Associate Member if he is 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 General Meeting.

**FEDERATION OF ASIAN AND OCEANIA
PEST MANAGERS ASSOCIATIONS INCORPORATED
(FAOPMA)**

AEPMA, PO Box 3102, Hendra QLD 4011

CONSTITUTION

CHAPTER 13 EMBLEM / INSIGNIA / LOGO

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

CHAPTER 14 PROXY VOTES AND MAILBALLOTS

37. 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

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

CHAPTER 16 OFFICIAL LANGUAGE

39. 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

40. *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.*

**FEDERATION OF ASIAN AND OCEANIA
PEST MANAGERS ASSOCIATIONS INCORPORATED
(FAOPMA)**

AEPMA, PO Box 3102, Hendra QLD 4011

CONSTITUTION

CHAPTER 18 PERSONAL GENDER

41. For the sake of convenience, the word “HE” included in this Constitutions implies both masculine and feminine gender.

CHAPTER 19 AMENDMENTS TO CONSTITUTIONS

- 42.** (a) *Amendments, modifications or revocations of this Constitutions require three-fourths (75%) of members present and eligible to vote at the general meeting;*
(b) *A special resolution (requiring 75%) is required if the Association seeks to alter its rules, including changing the name of the Association;*
(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 20 DISPUTE RESOLUTION PROCESS

43. 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.*

44. 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.*

45. 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.

**FEDERATION OF ASIAN AND OCEANIA
PEST MANAGERS ASSOCIATIONS INCORPORATED
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AEPMA, PO Box 3102, Hendra QLD 4011

CONSTITUTION

46. 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 secretary of—*
 - (a) *the parties to the dispute; and*
 - (b) *the matters that are the subject of the dispute.*
2. *Within 28 days after the secretary is given the notice, a committee meeting must be convened to consider and determine the dispute.*
3. *The secretary must give each party to the dispute written notice of the committee 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 committee 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 committee 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 secretary stating that the party—*
 - I. *does not agree to the dispute being determined by the committee; and*
 - II. *requests the appointment of a mediator under rule 23,*
 - III. *the committee must not determine the dispute.*

47. DETERMINATION OF DISPUTE BY COMMITTEE

1. *At the committee meeting at which a dispute is to be considered and determined, the committee 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 committee about the dispute; and*
 - (b) *give due consideration to any submissions so made; and*
 - (c) *determine the dispute.*
2. *The committee must give each party to the dispute written notice of the committee's determination, and the reasons for the determination, within 7 days after the committee meeting at which the determination is made.*
3. *A party to the dispute may, within 14 days after receiving notice of the committee's*

**FEDERATION OF ASIAN AND OCEANIA
PEST MANAGERS ASSOCIATIONS INCORPORATED
(FAOPMA)**

AEPMA, PO Box 3102, Hendra QLD 4011

CONSTITUTION

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 secretary 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 23.*

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 Association.**
4. *The person appointed as mediator by the committee may be a member or former member of the Association 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.**

**FEDERATION OF ASIAN AND OCEANIA
PEST MANAGERS ASSOCIATIONS INCORPORATED
(FAOPMA)**

AEPMA, PO Box 3102, Hendra QLD 4011

CONSTITUTION

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 Association 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 a committee meeting or general meeting during the period of suspension or expulsion.

CHAPTER 21 GENERAL PROVISIONS

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

**FEDERATION OF ASIAN AND OCEANIA
PEST MANAGERS ASSOCIATIONS INCORPORATED
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AEPMA, PO Box 3102, Hendra QLD 4011

CONSTITUTION

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

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

1. *In this rule -*

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

(a) the debts and liabilities of the Association; and

(b) the costs, charges and expenses of winding up or cancelling the incorporation of the Association

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

2. *On the cancellation of the incorporation or the winding up of the Association, 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 22 VIRTUAL MEETINGS – ELECTRONIC MEETINGS AND VOTING

54. All meetings of FAOPMA can be conducted in person or by electronic means. The organisation may use any technology, provided participants are able to participate, speak and vote on agenda items and motions put forward, including the conduct of elections.

FAOPMA meetings include, general meetings of members, ExCo meetings and committee meetings. Appropriate notice shall be given and records of proceedings shall be kept. Participation will be considered as being present and constitute a member in forming a quorum. All matters including decisions are validated and acceptable as legal proof of the organisations intent. All decisions and outcomes of a virtual meeting are equivalent to decisions made at a face to face meeting.

The organisation may also, depending on the circumstances conduct both a virtual and a face to face meeting.

Chapter 23 Use of Technology to be present at General Meetings

The presence of a member at a general meeting 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 a general meeting 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.