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IPAF GOVERNANCE FRAMEWORK POLICY

IPAF GOVERNANCE FRAMEWORK POLICY



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1. All definitions shall apply throughout this policy as defined in the Rules of the Federation (“the Rules”). In the event of any inconsistency between the Rules and this Governance Framework, the Rules shall take precedence.
2. The purpose of this Governance Framework policy is to ensure that:
 - 2.1. the Council and the Board have the skills, experience and diversity which it needs to operate effectively;
 - 2.2. the interests of the different categories of members of the Federation are adequately and appropriately represented;
 - 2.3. the level of their representation on the Council and the Board strikes an appropriate balance having regard to their legitimate interest in the Federation’s affairs; and
 - 2.4. The geographical spread of members of the Federation are adequately and appropriately represented.

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A. Members

Duties of Members

1. All Members must comply with the Federation's rules, this Governance Framework Policy, the Members' code of conduct as found in appendix A and any other policies and procedures introduced by the Federation and brought to the attention of the Members from time to time.
2. All Members must comply with the Federation brand guidelines as made available to them from time to time. The IPAF logo is a registered trademark and the Federation is the sole owner of the copyright attached to its trademarks. Members may use the appropriate logos including the IPAF member logo in line with IPAF's brand guidelines. On termination of membership, use of the logo must be ceased and the logo removed from all material (written and electronic) as soon as possible.
3. All Members are under a duty to keep information relating to the Federation confidential. This shall include but is not limited to:
 - 3.1. IPAF's three-year plan
 - 3.2. financial information relating to the Federation not in the public domain
 - 3.3. any information regarding individual members which would reasonably be considered to be confidential.
4. All Members must pay an annual subscription fee to the Federation. This shall be paid by each Member at the rates currently in force published on IPAF's website.

Admission of Members

5. A Member or prospective member ("Applicant") must be an individual or an organisation (being a legal entity incorporated with separate personality). In circumstances where trading companies operate under a group structure, each separate legal entity must submit its own application for membership.
6. All Applicants are to complete the prescribed membership application form ("the Application").
7. Applications are sent to the relevant decision-making body. The relevant decision-making body is:
 - 7.1. The relevant Country/Regional Council in the area that the Applicant is registered in; or
 - 7.2. In the absence of a Country/Regional Council, the Council of the Federation.
8. It is up to the relevant Country/Regional Council to decide their procedure for approving Applicants. In some cases the Country/Regional Council itself may make the decision whereas in other cases, it may put the question to a vote by all the Members in that country or region.
9. Timescale: the Applicant will be notified of the outcome of their Application within three weeks, provided the application information is true and complete.

Appeal

10. If an Applicant is refused by a Country/Regional Council, the Applicant may appeal to the Council.

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11. The appeal must be made in writing to IPAF within 14 days of receipt of the notification of the decision. All appeals should be notified to the Membership & Marketing Co-Ordinator, who should keep a record of all appeals received.
12. An acknowledgement email should be immediately sent to the person appealing and copied to the CEO & MD. No other staff should respond or send emails discussing appeals.
13. The CEO & MD will inform the President of the appeal and ask them to form a panel from the Council to hear the appeal. If the CEO & MD is out of contact for more than three working days or is unable to deal with the appeal for any other reason, the Executive Assistant will take the lead on contacting the President.
14. The appeal review will be conducted by a panel from the IPAF Council within the shortest practical timescale. In some circumstances the chosen panel can call upon the IPAF CEO & MD or other IPAF representatives for consultation, prior to determining the outcome of the appeal review.
15. The individual or organisation (being a legal entity incorporated with separate personality) lodging the appeal will be given the decision in writing. The decision of the IPAF Council, following the appeal review, will be deemed as final and no further action will be required in respect to the issue.

Associates

16. The Federation shall have associates (who may be called associate members, but who are not Members in a legal sense and do not have voting rights) in accordance with the Federation's rules (rule 6.14).

Termination of Membership

17. A Member shall cease to be a Member, and an associate shall cease to be an associate in accordance with the Federation's Rules (rule 9.1).
18. As set out in the rules (rule 9.2), a Member or associate may be expelled by a resolution approved by not less than two-thirds of Council Members present and voting at a meeting. The Council may vote to remove a Member or associate on the grounds that:
 - 18.1. they have acted in a manner detrimental to the interests of the Federation, and
 - 18.2. the Council consider that it is not in the best interests of the Federation for them to continue as a Member or associate.
19. A Member or associate who is the subject of a vote to remove them from membership or associate membership shall be notified at least one calendar month in advance of the Council meeting at which their removal will be considered and given the right to make representations in their defence, whether in advance of the meeting, at the meeting itself, or both. If the Member or associate in question fails to attend the meeting, the meeting may proceed in their absence.
20. A Member or associate who has been expelled may not be re-admitted as a Member or associate for a period of at least 12 months.

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21. As set out in the rules (rule 9.5), a Member or associate may be suspended by a resolution approved by not less than two-thirds of Council Members present and voting at a meeting. The Council may vote to suspend a Member or associate on the grounds that:

- 21.1. they have acted in a manner detrimental to the interests of the Federation, and
- 21.2. the Council consider that it is in the best interests of the Federation for them to be suspended as a Member or associate,

and such suspension shall be on such terms and conditions and for such duration as the Council shall decide.

22. If a Member has failed to pay the subscription fee due in accordance with the rules within the stated payment terms, the Secretary can remove the Member from the register of members without further recourse to the Council (as set out in the rules at rule 9.1). At each Council meeting, the Secretary shall put forward a list of Members who have been expelled due to non-payment of Member subscription fees due under the Rules.

23. Membership is for a full 12-month period. If a Member cancels their Membership or is expelled a refund or part-refund of their Membership fee will not be due.

Communication by Members

24. Any written correspondence made by Members with third parties and institutions on behalf of the Federation as a whole, or on behalf of a Committee and/or Country/Regional Council, require the prior approval of the CEO & MD or a member of the Federation's Senior Management Team.

25. Minutes of members' meetings must be circulated within 2 weeks of the meeting having taken place.

26. When participating in virtual meetings, all Members are expected to:

- 26.1. ensure they have reliable internet access and the appropriate technology available
- 26.2. be prepared for the content of the meeting
- 26.3. have their camera switched on, at least at the beginning of the meeting
- 26.4. give their full attention to the meeting, avoiding distractions and refraining from conducting other tasks
- 26.5. minimise interruptions from background noise by muting their microphone when not speaking
- 26.6. behave in a manner that is respectful of the other participants



B. Council

1. The Council's duty is to hold the Board to account and to provide a link between the Board and the Members. It may initiate actions on all questions which affect the long-term strategy, scope, or policy of the Federation, the Federation Rules, or the resolutions of the Council and to bring them to resolution in the relevant bodies. The Council reports on its activities to the AGM and conducts its business in accordance with these rules.
2. Minutes of Council meetings must be circulated within 2 weeks of the meeting having taken place.

Duties

3. The duties of the Council are:
 - 3.1. to agree the process by which other members of the Board are appointed;
 - 3.2. at each Council meeting to receive a report on the business of the Federation from the CEO & MD and the President;
 - 3.3. to agree the Federation's strategy and forward plans in consultation with the Board;
 - 3.4. to approve membership fees proposed by the Board, to be put forward first to the Council and then to the Members at AGM;
 - 3.5. to respond as appropriate when consulted by the Board;
 - 3.6. to prepare and from time to time to review the Federation's policies and procedures, and when appropriate to make recommendations for change, including changes to the Federation Rules;
 - 3.7. to make rules for any purpose required for the effective operation of the Federation or the furtherance of its objects, but if there is any conflict between any such rule and the Federation's Rules, the Federation's Rules will prevail.

Responsibilities

4. The Council is responsible for overseeing the long-term strategy and for the structural decision-making process in the Federation.

Composition

5. The composition of the Council is set out in the rules (rule 11).
6. Representatives of Committees and of each Country/Regional Council will usually be the Chair of that Committee or Country/Regional Council, but it is up to each Committee and Country/Regional Council to decide.
7. As permitted by the rules (rule 11.10), a Council Member may send someone else to a Council meeting in their place, provided they notify the Council at least 24 hours in advance of the meeting. If no notification is given, it is up to the chair of that Council meeting whether the alternate representative may attend and/or vote at the meeting.
8. Elected Council Members

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There are up to six spaces available for Elected Council Members. These places are available for representatives of Members to apply as follows:

- 8.1. Any Member may nominate an individual for election to the Council.
- 8.2. Nominations should be sent to the CEO/MD in writing. The request must include:
 - 8.2.1. The reasons for wanting to join the Council
 - 8.2.2. What they can bring to the role
 - 8.2.3. Any skills or competencies they have that would add value to the Council and Federation
- 8.3. Applications will be reviewed at the next Council meeting and candidates advised of the outcome.
- 8.4. Any candidates agreed by the Council will be proposed for election at the next AGM.
- 8.5. An Elected Council Member's term of office shall expire at the end of the AGM which is the second anniversary of their election, unless they are re-elected.

9. Co-opted Council Members

- 9.1. When recruiting Co-opted Council Members, the Council shall bear in mind the need to ensure the Council has the skills and experience it needs to operate effectively.
- 9.2. The procedure for co-opting additional Council Members is as follows:
 - 9.2.1. The Council can identify a potential individual they believe will benefit the composition of the Council.
 - 9.2.2. The CEO/MD will approach this person and request them to join the Council.
- 9.3. If agreed this person will be co-opted onto the Council and will serve on the Council until the next AGM (at which time they must step down but may stand for election as an Elected Council Member). That person may also be co-opted again by the Council as a Council Member.

10. Council Members who hold office by virtue of their position as a Board Member, representative of a Country/Regional Council or Committee shall hold office until they cease to hold office as a Board Member, a member of that Country/Regional Council or a member that Committee (as the case may be) or until the Council is notified in writing that they are no longer the named representative of that Country/Regional Council or Committee on the Council.

11. The Council may set limits on the number of consecutive terms of office which may be served by any individual as a Council Member.

12. As set out in the rules (rule 11.9), a Council Member may be removed from the Council by a resolution approved by not less than three-quarters of the remaining Council Members present and voting at a meeting. The Council may vote to remove a Council Member on the grounds that:

- 12.1. they have acted in a manner detrimental to the interests of the Federation, and

12.2. the Council consider that it is not in the best interests of the Federation for them to continue as a Council Member.

13. A Council Member who is the subject of a vote to remove them from the Council shall be notified at least one calendar month in advance of the meeting at which their removal will be considered and given the right to make representations in their defence, whether in advance of the meeting, at the meeting itself, or both.

Duties of individual Council Members

14. The duties of the individual Council Members are:

14.1. to promote the Federation's activities in a non-discriminatory way;

14.2. to take all necessary measures to promote and to strengthen the Federation wherever appropriate;

14.3. to attend at least one Council meeting each calendar year;

14.4. to review the agenda and all supporting materials prior to Council meetings;

14.5. to ensure Council meetings run effectively by:

14.5.1. arriving on time;

14.5.2. keeping an open mind;

14.5.3. listening to the opinions of others;

14.5.4. actively participating;

14.5.5. avoiding dominating the proceedings

14.5.6. avoiding conflicting situations;

14.5.7. avoiding distracting others;

14.5.8. asking questions to clarify understanding;

14.5.9. noting down any agreed action;

14.5.10. following the meeting, undertaking any agreed action and brief others as appropriate.

14.6. to proactively and positively represent the organisation to individuals, the public and other organisations;

14.7. to promptly identify and disclose any potential conflict of interest of self-dealing transaction;

14.8. to be reasonably well informed about the relevant material facts, alternatives and consequences for each major Council decision.

15. Council Members who do not attend any Council meetings within a calendar year will be asked to present plausible justification for their absence, which will be evaluated by the President.

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16. Elected Council Members who do not present plausible justification for absence (in the sole discretion of the President) or send an alternate (as permitted by the rules and this Governance Framework policy) will be automatically excluded from the Council. Excluded Council Members who are elected may apply for re-election at the next annual election.
17. Where a representative of a Committee or a Country/Regional Council does not present plausible justification for absence (in the sole discretion of the President) or send an alternate (as permitted by the rules and this Governance Framework policy), that Committee or Country/Regional Council will be advised of their representative's absence and asked to address the issue at their next meeting.



C. Board

1. The business of the Federation is to be managed by the Board, who (subject to the rules of the Federation) shall exercise all the powers of the Federation. All executive powers are to be exercised by the CEO & MD.
2. The Board shall report to each Council meeting on the business of the Federation.
3. Minutes of Board meetings must be circulated within 2 weeks of the meeting having taken place.

Duties

4. The duties of the Board are:
 - 4.1. to appoint and remove the CEO & MD and agree his terms and conditions of appointment, in both cases in consultation with the Council;
 - 4.2. to analyse technical and economic issues at Federation level and develop general policy for action by the CEO & MD;
 - 4.3. to discuss the position of the Federation on directives, policies and issues and agree strategies with the CEO & MD;
 - 4.4. to work with the CEO & MD to provide direction and policy within the long-term strategic guidelines set by the Council. This will include the approval of an annual budget within the overall strategic outlines created by the Council;
 - 4.5. to perform any other activities to ensure the satisfactory implementation of the budget and agreed policies;
 - 4.6. in respect of each financial year, to cause to be prepared an annual report, revenue account and balance sheet to be presented to the Council and the Members.

Responsibilities

5. The Board is responsible for the implementation of the long-term strategies as agreed by the Council and to develop strategy and to delegate this activity to the CEO & MD in order to react to developments and market situation.

Composition

6. The composition of the Board is set out in the rules (rule 12).
7. Board Members are elected/appointed as follows:
 - 7.1. Elected Board Members:
 - 7.1.1. Any Member may nominate an individual for election to the Board. The Board may also nominate an individual for election to the Board.
 - 7.1.2. Nominations should be sent to the CEO/MD in writing at least six weeks before the AGM. The request must include:



- 7.1.2.1. The reasons for wanting to join the Board.
 - 7.1.2.2. What they can bring to the role.
 - 7.1.2.3. Any skills or competencies they have that would add value to the Board and Federation.
- 7.1.3. Applications will be reviewed by the Board at their next Board meeting in accordance with this Governance Framework policy and candidates advised of the outcome.
- 7.1.4. Any candidates agreed by the Board will be proposed for election at the next AGM.
- 7.1.5. An Elected Board Member's term of office shall expire at the end of the AGM which is the second anniversary of their election, unless they are re-elected.
- 7.2. Co-opted Board Members:
 - 7.2.1. The Board can co-opt people as Board Members, to fill any vacancy in their number.
 - 7.2.2. A Co-opted Board Member's term of office shall serve until the next AGM, at which they may stand to become an Elected Board Member.
- 7.3. Ex-Presidents: Someone who has previously served as President shall (with their consent) automatically remain as a Board Member until the second anniversary of the AGM at which their term of office as President expired. At the second anniversary, their term of office as a Board Member shall expire, unless they are co-opted or elected as a Board Member under the provisions set out above.

Duties of individual Board members

- 8. The duties of individual Board members are:
 - 8.1. to attend all Board meetings;
 - 8.2. to review the agenda and all supporting materials prior to Board meetings;
 - 8.3. to ensure Board meetings run effectively by:
 - 8.3.1. arriving on time;
 - 8.3.2. keeping an open mind;
 - 8.3.3. listening to the opinions of others;
 - 8.3.4. actively participating;
 - 8.3.5. avoiding dominating the proceedings;
 - 8.3.6. avoiding conflicting situations;
 - 8.3.7. avoiding distracting others;
 - 8.3.8. asking questions to clarify understanding;

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- 8.3.9. noting down any agreed action;
- 8.3.10. following the meeting, undertaking any agreed action and brief others as appropriate.
- 8.4. to proactively and positively represent the organisation to individuals, the public and other organisations;
- 8.5. to promptly identify and disclose any potential conflict of interest of self-dealing transaction; and
- 8.6. to be reasonably well informed about the relevant material facts, alternatives and consequences for each major Board decision.



D. Country/Regional Councils

1. The Country/Regional Councils are the working bodies of the Federation. They deal with technical and economic matters pertaining to their country/region.
2. Country/Regional Councils can only be created by the Board when in its view there are sufficient Members to justify the creation of a new Country/Regional Council. Members wishing to create a Country/Regional Council must write to the CEO & MD asking for the Board's approval.
3. The Board may at its discretion dissolve a Country/Regional Council and initiate new elections.
4. The Country/Regional Council Chairs have the duty to lead the work of their Councils. They are obliged to report on the activities of their Councils to the Board and the Council.
5. The Country/Regional Council Chairs are responsible for the functioning of the liaison between them and the Council. A named representative of each Country/Regional Council has a place on the Council (usually the Chair). An alternate may be appointed to represent the Country/Regional Council at a particular meeting of the Council.
6. In case of disagreement within a Country/Regional Council, matters will be referred to the Council whose decision shall be final.
7. The results of work undertaken by Country/Regional Councils remain the property and copyright of the Federation. All work must be conducted in accordance with IPAF policies and procedures.
8. The CEO & MD will appoint a Convenor (normally a member of staff) to each Country/Regional Council. The Convenor of the respective Country/Regional Council is responsible for the proper organisation of all meetings and the minutes, which will be distributed within two weeks of the meeting. The working documents for the meeting will be circulated by the Convenor. Working documents which are subject to the agenda of the meeting have to be distributed among the Members of the respective Country/Regional Council two weeks prior to the meeting. Other documents distributed later cannot be the subject of formal decisions during the meeting.
9. Any correspondence from a Country/Regional Council to a third party must clearly state that the correspondence is related to that Country/Regional Council and must be approved by, and will generally be sent by, the Federation's staff member (convenor) assigned to the group.

Duties

10. Country/Regional Councils shall create their own operating rules based on the model rules supplied by the Federation. These must be submitted to the Board for ratification. On the basis of the Federation rules, they can decide on their own operating rules, structure of the Council, work programme, financing, and contacts with third parties. These operating rules will enter into force after acceptance by the Board.
11. Country/Regional Councils cannot make changes to the Federation's Training Programme but are encouraged to form a training sub-committee which should make requests and recommendations direct to the Federations Training Committee and Training department.
12. Country/Regional Councils shall normally create three-year plans, in line with the Federation three-year plan and overall strategy, which should be submitted to the CEO & MD for presentation to the Board.

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13. The Country/Regional Councils must act in accordance with the work programme and budget submitted to and approved by the Board. The Board may overrule any actions proposed by Country/Regional Councils.
14. Country/Regional Councils must submit their proposed budgets annually to the Federation by the first of September. These will be incorporated into the overall Federation budget which is subject to approval by the Board and Council. If no budget is submitted by the first of September, the CEO & MD will create an appropriate budget.
15. For the financing of their budgets, the Country/Regional Councils can apply for funding as outlined above or can collect payments from the ordinary Members/Associations. With regard to requests for funding that are more than 50% of the Member subscription, approval must be obtained from the Board. For certain projects with costs which are not covered by the budget, the Country/Regional Council may raise separate funding through other sources, e.g., by seeking sponsorship. Any use of the Federations logo in this context must be approved by the CEO & MD (or his delegated representative).
16. Initiatives and measures that may be of interest to other Country/Regional Councils or Committees must be reported to the Board.

Responsibilities

17. Country/Regional Councils may request funding for specific projects. These requests should be submitted to the CEO & MD by the first of September of the preceding year.
18. Country/Regional Councils may, with the approval of the CEO & MD, raise funds within their country/region to fund specific projects and may levy a surcharge on companies in their area. All such funds belong to the Federation but can be held in trust by the Country/Regional Council with the approval of the CEO & MD.
19. Country/Regional Councils that raise funds must first appoint a treasurer who is responsible for preparing reports in a format set by the Federation to account for all expenditure. Expenditure plans must be approved by the CEO & MD and accounted for to the CEO & MD. The CEO & MD may delegate such approvals and the creation of appropriate systems to the Convenor. The CEO & MD has the right to require that monies held by Country/Regional Councils are transferred to the Federation's bank account. The CEO & MD will report on all such approvals to the next Federation Board meeting.
20. Members of Country/Regional Councils can be elected from companies that have Membership of the Federation in the appropriate country/region and from individuals that are Members of the Federation.
21. The Country/Regional Council chair will provide to the Council in advance of Council meetings, the list of Members in that country/region, the name of the Chair, Vice-Chair and Convenor, the internal organisation structure and operating rules, the work programme and its financing, details of liaisons with third parties, and a list of all documents published. This information will be published on the Federation's website before the AGM.
22. Country/Regional Councils should aim to hold open meetings once a year which are open to all Members in that country/region. Members from other countries and Federation staff may attend as non-voting observers.
23. A minimum of 6 weeks' notice must be given of an open meeting. This must include a listing on the Federation's website.



24. Proposals for specific actions or resolutions can be tabled at open meetings by Members writing to the chair three weeks in advance of the meeting using the official proposal form. In decisions, every Member has one vote in the open meeting. Decisions will be taken by a majority of the delegates. They may be represented by another Member holding proxy powers. However, one Member may not hold more than two proxies.
25. Country/Regional Councils will encourage Members to attend the Federation's annual events.
26. The Chair of the Country/Regional Council will be informed of any membership applications from the country/region in question. The Chair of the Country/Regional Council must follow the Federation's membership approval process to review and either approve or reject these applications. Country/Regional Councils may request the Council to expel Members in accordance with the Federation Rules.
27. The Chair of the Country/Regional Council is responsible for informing the CEO & MD of any changes to email address that would affect communication with the Federation.
28. Country/Regional Councils may create working groups to work on specific projects. All work performed by working groups must be submitted to the relevant Country/Regional Council for approval and action.

Duties of individual Country/Regional Council members

29. The duties of the individual Council Members are:
 - 29.1. to promote the Federation's activities in a non-discriminatory way;
 - 29.2. to take all necessary measures to promote and to strengthen the Federation wherever appropriate;
 - 29.3. to attend all Council meetings;
 - 29.4. to review the agenda and all supporting materials prior to Council meetings;
 - 29.5. to ensure Council meetings run effectively by:
 - 29.5.1. arriving on time;
 - 29.5.2. keeping an open mind;
 - 29.5.3. listening to the opinions of others;
 - 29.5.4. actively participating;
 - 29.5.5. avoiding dominating the proceedings
 - 29.5.6. avoiding conflicting situations;
 - 29.5.7. avoiding distracting others;
 - 29.5.8. asking questions to clarify understanding;
 - 29.5.9. noting down any agreed action;



- 29.5.10. following the meeting, undertaking any agreed action and brief others as appropriate.
- 29.6. to proactively and positively represent the organisation to individuals, the public and other organisations;
- 29.7. to promptly identify and disclose any potential conflict of interest of self-dealing transaction;
- 29.8. to be reasonably well informed about the relevant material facts, alternatives and consequences for each major Council decision.



E. Committees

1. The Council may appoint a Committee or Committees to assist it in carrying out its functions. The Federation's annual report includes the details of which Committees exist from time to time.
2. The work of Committees is based on the Rules and those of the respective Committee. The Committee Chairs are responsible for liaison between their Committee, the Council and Board. A representative of each Committee (usually the Chair) has a seat on the Council. They should attend in person or appoint a member of their committee to attend in their place.
3. Committees may have their own operating rules to include elections, constitution, responsibilities, and duties.
4. The Chairs and Members of these Committees will be elected in accordance with the constitution of the committees. These constitutions must be based on this governance framework. They must be submitted to the CEO & MD for approval.
5. Committees may not conduct general fundraising activities but may apply to the CEO & MD for approval to conduct fund raising for a specific project or for additional funding where necessary. All funds raised remain the property of the Federation and must be accounted for by a treasurer on the Committee in accordance with guidelines set by the CEO & MD.
6. Committees may create working groups to work on specific projects. All work performed by working groups must be submitted to the relevant Committee for approval and action. All work must be conducted in accordance with IPAF policies and procedures. Any changes to existing products and services must follow IPAF's change management process.
7. Committee chairs will provide annually to the Council the list of Members, the name of the Chair, Vice-Chair and Convenor, and (where appropriate), and where relevant operating rules, the work programme and its financing, details of liaisons with third parties e.g. other associations, and a list of any documents published.
8. The Federation will appoint a Convenor (normally a staff member) for each Committee. The Convenor of the respective body is responsible for the proper organisation of all meetings and the minutes, which will be distributed within two weeks of the meeting. The working documents for the meeting will be circulated by the Convenor. Working documents which are subject to the agenda of the meeting have to be distributed among the Members of the respective body two weeks prior to the meeting. Other documents distributed later cannot be the subject of formal decisions during the meeting.
9. Any correspondence from a Committee to a third party must clearly state that the correspondence is related to that Committee and must be approved by, and will generally be sent by, the Federation's staff member (convenor) assigned to the group.

Duties of individual Committee Members

The Chairperson

10. Definition:

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The chairperson is the presiding officer of a committee. The person holding the office, is elected or appointed by members of the group, presides over meetings of the group, and conducts the group's business in an orderly fashion.

11. Among others, the functions of the chair consist of:

- 11.1. responsibility to lead the activities of the committee;
- 11.2. the obligation to submit information about the activities of the committee;
- 11.3. the responsibility for liaison between the committee and the IPAF Council;
- 11.4. liaison between the committees, the Country Council and the Board of Directors;
- 11.5. to represent the interests of its committees;
- 11.6. to countersign and enforce the Committee member agreement with the elected member.

12. Responsibilities:

The Chairperson must ensure that:

- 12.1. The Committee functions properly
- 12.2. There is full participation during meetings
- 12.3. All relevant matters are discussed and that effective decisions are made and carried out
- 12.4. Monitoring that decisions taken at meetings are implemented.
- 12.5. Representing the organisational functions, meetings and acting as a spokesman as appropriate

The Vice Chairperson

13. Definition:

A member of a committee designated as immediately subordinate to a chairperson and serving as such in the latter's absence; a person who acts for and assists a chairperson.

14. The duties of the vice-chair shall be to replace the chair in the performance of his/her duties in the event of his/her becoming unavailable or in cases where the place becomes vacant. He/she must also assist the chair, whenever called for special projects

The Convenor

15. Definition:

A person whose job it is to call people together for meetings of a committee.

16. The functions of the convenor, appointed by the CEO, shall be:

- 16.1. to report to the IPAF CEO.
- 16.2. to assist the chair within the scope of the IPAF Rules.



- 16.3. to direct, coordinate and secretariat all the support services.
- 16.4. to ensure required actions or resolutions resulting from the Committee deliberations are executed accordingly.
- 16.5. to serve as a conduit and liaise and communicate with other convenors corresponding to other IPAF Councils or committees and with other IPAF staff members.
- 16.6. to keep the committee updated with all relevant developments and information about IPAF and its activities.
- 16.7. to promote and recommend to the committee how to best comply with the rules and regulations defined by IPAF.
- 16.8. to perform the administrative tasks and procedures as pre-defined by IPAF.
- 16.9. to organise the taking of minutes in line with IPAF procedure

The Committee Member

17. Definition:

A Committee member is an elected person who will actively take part in meetings aiming to fulfil the objectives of that Committee.

18. Responsibilities:

To ensure an effective meeting, all participants should:

- 18.1. Undertake any necessary preparation prior to the meeting.
- 18.2. Arrive on time.
- 18.3. Keep an open mind.
- 18.4. Listen to the opinions of others.
- 18.5. Participate.
- 18.6. Avoid dominating the proceedings.
- 18.7. Avoid conflict situations.
- 18.8. Avoid side conversations which distract others.
- 18.9. Ask questions to clarify understanding.
- 18.10. Note down any action agreed upon.
- 18.11. After the meeting, undertake any agreed action and brief others as appropriate.

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IPAF employed persons

19. Definition:

Any person directly employed by IPAF attending on the basis of convening, reporting or offering technical expertise.

Invited guests

20. Definition:

Any person attending a committee meeting that is not part of that committee.

21. At the discretion of the Chair, committee members may invite non-voting guests to the committee meetings.

Co-opted persons

22. Definition:

A person made a non-voting permanent or temporary member of a Committee through the choice of the present members usually as a specific expert where the Committee require that specific expertise.

23. A maximum of 2 co-opted persons can be brought into the committee at any given time.

24. Co-opted persons do not vote.

Communication

25. The Chair and Vice chair will meet with employed staff regularly and at agreed intervals to discuss agenda items, project progress and any items brought to their attention.

26. Committee members will raise any issues that they may wish raised at the Committee Meeting directly with the Chair or Vice chair at least 4 weeks in advance of the Meeting if they wish to have it on the agenda. Any items raised after this point can only be raised as any other business and cannot be discussed at the meeting.

27. The chair of the committee will email the agenda and all accompanying documents requiring comment or ratification to committee members **two weeks** before each meeting.

28. Comments and change requirements must be **received at least one week before** each meeting to allow alterations to be made ready for ratification at the meeting.

29. The chair could assign that to the convenor to do so on their behalf.

30. If elections are annual, then a year's regular meetings should be scheduled at this time to allow meetings to be scheduled as far in advance as possible.



At the meeting

31. The Chair should:

- 31.1. Start the meeting on time and keep to time limits, nevertheless allowing reasonable time for each item on the agenda.
- 31.2. Inform the committee of any decisions taken between meetings.
- 31.3. Facilitate discussion during the meeting, encouraging all members to participate in the decision-making process.
- 31.4. Bring items on the agenda to a conclusion by a brief review of points (this may involve inviting specific proposals or decisions from the committee).
- 31.5. If a vote has to be taken, to clarify the voting procedure and enact this procedure (in the event of a tie the chairperson may have the casting vote).
- 31.6. Inform the committee of any developments, e.g. correspondence has been received or sent on the behalf of the organisation.
- 31.7. At the close of the meeting to fix arrangements for the next meeting.

F. CEO & MD

1. The CEO & MD is a voting member of and reports to the Board.
2. The CEO & MD remuneration shall be reviewed and set by the three officers of the Board (President, Vice President and Deputy President) within the overall budget approved by the Council. It is the responsibility of the President to ensure that the remuneration levels are appropriate.

Duties

3. The duties of the CEO & MD are:
 - 3.1. to prepare all Board matters;
 - 3.2. to execute all Board decisions;
 - 3.3. to act as Secretary for the Federation.

Responsibilities

4. The CEO & MD work is guided by the Rules and the CEO & MD is responsible for:
 - 4.1. the daily operation of a well-functioning and competent Federation administration, along with the proper organisation of meetings of the Board, Council and AGM;
 - 4.2. verifying that the rules of Country/Regional Councils under the umbrella of the Federation are not in conflict with the Federation Rules. The Federation Rules will always have precedence in case of conflict. The same regulation applies for operating rules of Committees;
 - 4.3. the proper maintenance of the financial accounts of the Federation. At each Board and Council meeting a report on the Federations current financial performance against budget;
 - 4.4. acting in accordance with the work programme and the budget approved by the Board. Any requirement for significant deviation from the budget requires Board approval;
 - 4.5. the consolidation of the financial reports of the Country/Regional Councils into the Federation's financial report;
 - 4.6. the overall design and proper content and administration of the Federations training programme including the Federation's databases;
 - 4.7. The CEO & MD is accountable to the Board and must maintain a close working relationship with all Federation officers. The CEO & MD must inform the Board immediately about developments which might cause any serious risk towards the Federation.
5. The CEO & MD shall employ staff suitably qualified and remunerate staff who are appointed to support the CEO & MD in fulfilling the duties of their role. It is the responsibility of the CEO & MD to ensure that individual remuneration levels are appropriate within the overall budget for remuneration agreed by the Board. The CEO & MD will annually consult with the Board with regards to remuneration levels of staff reporting directly to him.



Appendix A – Code of Conduct

The International Powered Access Federation works to promote and raise the standards of the Powered Access Industry and to further the good name of the industry and trade as a whole. The adoption of this Code of Conduct covering, in particular, Standards of Safety, Quality and Service, intends to ensure these high standards.

The Code of Conduct sets out the principles by which Members agree to behave. Members will not knowingly misrepresent facts, or mislead any customer, or supplier, concerning any aspects of the goods and services they provide. They also agree to market only products and services that conform to specific industry standards relevant to their business:

Compliance with this Code of Conduct is a condition of membership of the International Powered Access Federation and wilful breaches of the code may lead to expulsion from the Federation.

All members are expected:

- to conduct their businesses lawfully observing all relevant legislation and regulations ensuring fair responsible trade;
- not to participate in price fixing, or securing contracts, to the disadvantage of the public;
- to demonstrate honesty and transparency in pricing, in drawing up contracts and in preparing invoices;
- to behave at all times with responsibility and with integrity in the day-to-day conduct of their business;
- to not knowingly misrepresent facts, or mislead any customer, or supplier, concerning any aspect of the goods and services they provide;
- to provide adequate training and instruction to their employees and agents;
- to follow and comply with any instruction, or guidance note, or advice (where applicable) issued by the Federation;
- to notify the Federation of any matter which might adversely affect the reputation of the industry, or the Federation;
- to co-operate fully and in a timely manner with any regulatory or statutory body and with the Federation in the investigation and determination of any complaint made and referred to such body, or the Federation;
- to ensure that details of all reportable accidents involving powered access equipment are notified to the IPAF administration centre;
- to agree to deal promptly with any enquiries as to the safety of products and take effective action where appropriate;
- to maintain the reputation, standing and good name of the Federation, industry and its Members;
- to generally watch over, promote and safeguard the interests of the general public by establishing and maintaining a high standard of professional behaviour with the object that membership of the Federation shall denote integrity and a high quality of service;
- to promote and develop the general interests of all Members of the Federation in their relations with clients, with operators of all forms of transport and with one another;
- to promote the best interests of the Powered Access Industry.

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These rules have been produced as an aid to Raising the Standards within the Powered Access Industry, although no Code of Conduct can lay down detailed rules of behaviour to cover every event. The voluntary acceptance of this Code by members will prove powerful in improving the good name of the industry.