



Global Forum on Maintenance & Asset Management

Byelaws

Adopted by Resolution of the Council on 16 December 2016

PREFACE

These explanatory notes do not form part of the Byelaws and have been provided for information and clarification only.

The names of such documents (e.g. Articles or Byelaws) vary in different regions and jurisdictions around the world.

For the avoidance of doubt, this Preface is included to explain their respective purposes and status.

Articles of Association (Articles):

The Articles define the purpose of the Association, the responsibilities of the Executive Committee and the means by which the Members exert control over the Executive Committee. It is filed with the relevant regulatory agency in Switzerland. Changes to the Articles are intended to be infrequent (if at all) and require a General Meeting and an overwhelming majority of all the current Members.

Byelaws:

The Byelaws are concerned with the operation of the Global Forum, setting out the manner in which it should be run. Byelaws are drafted by the Executive Committee under the authority of the Articles.

Byelaws may be amended when recommended by the Executive Committee but this requires a General Meeting and a majority of all the current Members.

Policies & Administration:

This document is available to all Members and contains the detailed procedures, forms and rules for important activities, such as application and admittance or payments of fees and lapsing Members who fail to pay.

Changes to these policies may be made by the Executive Committee but only after formal consultation with the Council.

The provisions of these Byelaws shall prevail until revoked, varied or otherwise amended by resolution of the General Meeting of the Global Forum.

1 INTERPRETATION & DEFINITIONS

- a. The provisions of the Articles of the Global Forum shall be strictly observed and in the event of any inconsistency between the provisions of the Articles and the provisions of the Byelaws, the provisions of the Articles shall prevail.
- b. For convenience, these Definitions are repeated below. But in the event of any error or conflict (eg document revisions) the Definitions in the Articles shall prevail.

Words importing the singular number also include the plural number and vice versa. Words importing the masculine gender also include the feminine gender and vice versa.

‘Annual General Meeting’ (‘AGM’) means that General Meeting held once in every calendar year for the purposes described in the relevant Articles.

‘Articles’ means the Articles of Association of the Global Forum and any reference to clauses or articles shall be interpreted as referring to this document only unless otherwise specified.

‘Budget’ means the forward financial plan for the Global Forum (as distinct from the historical accounts or formal statement submitted to the AGM).

‘Commissioner’ means a volunteer auditor who may be a member of the Council but must not be a representative from a Member currently serving on the Executive Committee.

‘Councillor’ means a duly elected representative of Members.

‘Code’ means the Code of Professional Conduct as issued by the Executive Committee and amended from time to time.

‘Member’ means the organisation belonging to the Global Forum in either the full Member or Affiliate category.

‘Region’ means a region of the world as defined in the Byelaws.

‘Secretary’ means the Secretary of the Executive Committee or any other person appointed to perform these duties of the Secretary of the Executive Committee, including an assistant or service provider.

‘Technical Meetings’ mean any Global Forum meetings that are not General Meetings whether or not held during a Member’s Conference. Global Forum meetings may include formal sessions designated General Meetings whilst the remainder may be considered a Technical Meeting.

2 CODE OF CONDUCT

- a. All Members and Associates shall uphold the dignity and reputation of the Global Forum and act with fairness and integrity towards everyone with whom their work is connected and towards other Members and Associates.
- b. For the purposes of satisfying these requirements, the Executive Committee shall issue a Code of Professional Conduct for the observance of Members and Associates or make rules to be observed with regard to their conduct, and may publish directions or pronouncements as to the specific conduct which is to be regarded as proper or improper. No such rule shall be in any way repugnant to the Articles.
- c. Such Rules or Code of Conduct shall require approval in General Meeting at which at least 70% of Members entitled to vote shall be present. The papers for the General Meeting shall show both the proposed / amended clause and the existing clause to make

the consequences of the vote clear.

- d. The Executive Committee may refuse to continue to receive the subscriptions of any Member or Associate who shall (in the opinion of the Executive Committee) have wilfully acted in contravention of the Articles or the Byelaws or Code of Conduct, or any lawful rules or regulations or decisions of the Executive Committee. The Executive Committee shall remove the name of the Member from the register of members, and such organisation shall thereupon cease to be a Member of the Global Forum.
- e. The Executive Committee shall have the sole right to deal with and decide all questions of conduct, to hold all enquiries into the conduct of members of the Global Forum and make decisions in regard thereto. The Executive Committee shall have the sole power to call for and accept the resignation of or to expel any Member or Associate on any ground or to take such other disciplinary action as they may consider appropriate.

3 MEMBERSHIP

3.1 New Applicants & Applications

- a. Prior to receiving applications, the Executive Committee shall ensure that the prospective applicant understands and is willing to accept all Global Forum membership requirements.
- b. The Secretary Completed shall circulate all application documents to all Council Members for review prior to formal consideration of any application by the Executive Committee.
- c. The Executive Committee shall consider any representations from existing Members before deciding whether or not to admit the applicant.
- d. An applicant may be invited to attend the Council to enable the Council to come to a decision on membership.

3.2 Admission

- a. No applicant shall be admitted to membership of the Global Forum unless acceptable to at least 70% of the Council.
- b. An applicant is considered to have become a Member or Associate once its application has been approved by the Executive Committee and it has paid all entrance and membership fees.

3.3 Membership fees

- a. An initial Entrance Fee of US \$500 is required from all applicants for Member.
- b. An annual Membership Fee is due from the member organisations. The amount is to be determined by the Executive Committee.
- c. Should additional funds be required, a levy may be imposed on member organisations. The amount to be levied shall be determined by the Executive Committee.
- d. Any changes to these fees must be approved at a General Meeting before any Member shall be liable to pay them.

3.4 Renewal of Membership

- a. Prior to renewal of their membership, Members and Associates shall be required to submit the Renewal Form, detailing such information as the Executive Committee deem

necessary to confirm that there has been no change to their constitution or governance arrangements.

- b. The Executive Committee shall review this information and request further details if necessary, which shall be examined and approved by the Executive Committee prior to renewal of their membership.
- c. Failure to disclose relevant information shall constitute potential grounds for temporary or permanent exclusion / termination of membership.

3.5 Overdue Membership Fees

- a. Any Member or Associate whose subscription remains unpaid after the due date will be recorded as 'Lapsed' and is not entitled to attend or take part in any meetings of the Global Forum that may be held, or to receive any notices and publications, or to exercise any rights and privileges of membership, or to vote, before the subscription has been paid in full.
- b. Provided that at least two notices of arrears at least a month apart have been issued in writing more than six months beforehand, the Executive Committee may at any time strike off the Register any Member or Associate whose subscription is more than six months in arrears.
- c. The Executive Committee may, in its absolute discretion, and subject to such conditions (including payment of any sums due) as they think fit, re-admit organisations whose membership has been terminated by virtue of previous arrears. All such decisions shall be notified to all Members.
- d. The rights of a Member or Associate who is struck off the Register shall cease, without prejudice to their liability for arrears of subscriptions and fees due at the date of striking off.
- e. The Executive Committee may, after proper enquiry, reduce or waive the subscriptions or any arrears due and payable by any Member or Associate of the Global Forum.

3.6 Appeals Against Termination of Membership / Exclusion

- a. In the event of a decision to terminate the membership of any Member or Associate, the Executive Committee shall convene a panel to hear any appeal by the affected Member or associate.
- b. This Panel shall include a majority of Councillors or other representatives of members who are not on the Executive Committee. The Panel shall be chaired by someone who is not on the Executive Committee. Where possible, the members of the Panel should not be from the same Region as the appellant.
- c. This Panel shall be acceptable to the Member affected or the Member/Associate shall be entitled to be heard by the whole Council.
- d. After a hearing with the member concerned, the Panel shall make recommendations to the Council. The Executive Committee shall act appropriately according to a decision of the Council which has the support of at least two thirds of those entitled to vote.
- e. If the Executive Committee is unwilling to accept the Council's decision, or if the Council cannot reach a two thirds majority, the appellant shall be entitled to be heard by the whole Council which may decide the matter by a simple majority.

4 GENERAL MEETINGS

- a. No more than two representatives of any Member are entitled to attend a General Meeting.
- b. Members wishing to raise items of business shall ensure this is received by the Secretary according to the Articles. Papers signed for at the Global Forum's office address or receipted email shall discharge this requirement.

4.2 Procedures for General Meetings (including AGM)

4.2.1 Attendance at General Meetings

- a. The Secretary shall give all Members at least sixty (60) days' notice (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which the notice is given) of:
 - (i) the date, hour and place of any General Meeting and of the arrangements made for electronic attendance; and
 - (ii) of any business deemed to be special business,
 - (iii) by written notice forwarded to the address in the Register of Members.
- b. A copy of such notice shall be forwarded to each Councillor as representative of the Member.
- c. A copy of the notice and meeting date shall be published on the Global Forum website at least 60 day prior to the meeting date.
- d. With the notice of an Annual General Meeting there shall be forwarded a copy of the audited financial statements to be presented to the Annual General Meeting.
- e. Anything done (including the passing of a resolution) at a General Meeting is not invalid because either or both a Councillor does not receive notice of the meeting or the Global Forum accidentally does not give notice of the meeting to a Councillor.
- f. Notice of General Meetings of the Global Forum shall be deemed to be sufficiently given if notice thereof is published in the Global Forum website and emailed to the representatives.

4.2.1 Convening a General Meeting

- a. In addition to General Meetings convened pursuant to Members' rights, General Meetings shall be convened by the authority of the Chairperson of the Executive Committee or in pursuance of a requisition to the Secretary signed by not less than ten per cent (10%) of the Members who are entitled to vote at General Meetings of the Global Forum requisitioning that a General Meeting be convened and setting out the business of such meeting.
- b. In the case of such a requisition, the date, hour and place of such General Meeting shall be determined by the Executive Committee, but shall be no later than twenty-eight (28) days after such requisition is delivered to the Chairperson and there shall be no objection to such business being dealt with as special business at an Annual General Meeting of the Global Forum.

4.2.2 Majority of Votes

- a. Fifty percent (50%) plus one of the Members entitled to vote at an Annual General Meeting who are present in person, by attorney, representative or proxy shall be a majority.

4.2.3 Number of Votes

- a. A Member entitled to vote at a General Meeting on a show of hands shall have one (1) vote (however many Councillors attend) and on a poll such Member shall have one (1) vote.
- b. The Chairperson shall have a casting vote.

4.2.4 Proxies

- a. If a Councillor cannot attend a General Meeting, a proxy may be appointed. Notification in writing of this appointment must be delivered to the Chairperson of the Executive Committee before the commencement of the meeting.

5 ANNUAL BUDGET

- a. The Executive Committee shall propose the annual budget of the Global Forum for approval by Council at least 3 months before the start of the new financial year.
- b. Each Annual Budget shall state the Executive Committee's proposals for the amount of entrance fees and membership fees (dues).
- c. Whenever possible the proposed budget shall be the subject of a resolution at the previous AGM.

6 TECHNICAL MEETINGS

- a. The Executive Committee may make any appropriate arrangements for the conduct of Technical Meetings, including those which take place just before or just after a General Meeting.

6.2 Hosting of Face to Face Meetings at Member Conferences

6.2.1 Selection of Host Country / Member Conference

- a. Members wishing to host the Global Forum or wishing to use Global Forum branding for its conference shall submit an outline plan to the Executive Committee not later than twelve months prior to the date for convening the Member Conference. Members shall not use Global Forum branding in any way without prior written permission of the Executive Committee.
- b. The Member responsible for arranging their Conference shall be responsible for all financial arrangements for their Conference.
- c. Each Council member shall be entitled to at least one registration free of charge.
- d. The member organisation applying to host the Global Forum meeting shall put in writing their proposals for costs associated with other Councillors and other Global Forum representatives attending and any discounts proposed for those people belonging to Members.

- e. The Council shall be responsible for deciding which host country shall be selected for its meetings and for agreeing the Global Forum programme.
- f. The Council shall ensure fairness when choosing host countries taking into account the balance of overall membership and visiting all regions of the world as defined in Annex A.
- g. All invitations must be submitted in writing to the Chairperson, with copies to the other members of the Executive Committee. The invitation must indicate the body which will assume primary responsibility for the financial arrangements and organisation of the Conference.

7 COUNCIL

7.1 Elections to Council

- a. Until the number of member organisations exceeds sixteen, the Council shall consist of not more than two representatives from each member organisation.
- b. When the number of member organisations exceeds sixteen, the Council shall consist of not more than two representatives of each Region and these representatives may be from the same member organisation. Should there be more than two member organisations in a Region; the members in the Region will elect these two representatives by majority vote.
- c. Any disputes regarding representation on the Council shall be referred to the Executive Committee for resolution.
- d. All member organisations must be informed in writing of appointments to Council.
- e. Names of representatives of member organisations must be notified in writing by a responsible officer of that organisation to the Chairperson of the Council, with copies to the other members of the Executive Committee.

7.2 Council Meetings

- a. The Council shall meet face to face a maximum of twice per year.
- b. It shall be the responsibility of the Chairperson to notify each member of the Council of an impending meeting of the Council and to invite submission of items for the agenda at least two weeks prior to the proposed meeting date.
- c. It shall be the responsibility of the Chairperson to furnish the agenda for the Council meeting to each member of the Council at least one week in advance of the meeting.
- d. A quorum shall consist of more than 50% of the Council members. Members may be present electronically. No proxies may be appointed in order to ensure as much continuity as possible.
- e. All decisions taken at an inquorate Council meeting must be affirmed by greater than 50% of the total membership of the Council and such resolutions shall be as valid as if they had been taken at a quorate Council.
- f. If a representative organisation is absent from two consecutive Council meetings, the Executive Committee will be requested to re-examine its appointment with a view of possible deregistration.

8 PROJECTS AND COMMITTEES

- a. Anyone proposing a new project or changes to an existing project shall complete the relevant form and submit it to Council for review before the Executive Committee may authorise it.
- b. Projects shall be clearly identified as one of four types, as set out in Annex B.
- c. Any funding required, management and other resources shall be clearly specified together with the proposed source.
- d. Projects recommended by the Council may be approved by the Executive Committee as and when appropriate taking into account any budgetary impact or procurement of the necessary resources and governance from whatever source.

9 ADMINISTRATION

- a. The work of the Executive Committee, including the Secretariat shall be funded from the membership fees.
- b. The Executive Committee shall keep current a Policy Document specifying the current arrangements for banking, including: authority levels and constraints for spending, signatories and bank authorities, security of any cheque book and processes for handing over at elections or coping with unexpected death or temporary unavailability of GFMAM officers whilst responsible for GFMAM business.
- c. The Regions of the World as specified in Article are shown at Annex A.

9.2 Use of the Global Forum's Brand / Logo

- a. The Executive Committee shall be responsible for controlling all uses of the Global Forum's logo and other representations of ownership or association with activities, material and member organisations or other bodies.
- b. Any Member hosting the Global Forum at its conference (ie with the permission of the Executive Committee) may use the Global Forum logo together with the words "Supported by" in marketing their conference.
- c. Any Member may use, with the permission of the Executive Committee, the Global Forum logo together with the words "Member of" in marketing their conference or event.

ANNEXURES

10 ANNEX A – REGIONS OF THE WORLD

1. North America and Caribbean	2. South America and Central America	3. Western Europe	4. Middle East	5. Africa	6. Russia and Western Asia	7. Southeast Asia,	8. South Pacific Area
Bahamas	Argentina	Austria	Bahrain	Algeria	Afghanistan	Bangladesh	Australia
Canada	Belize	Belarus	Iran	Angola	Armenia	Burma	Bali
Dominican Republic	Bolivia	Belgium	Iraq	Botswana	Azerbaijan	Cambodia	Indonesia
Greenland	Brazil	Bulgaria	Jordan	Burkina Faso	Georgia	China	Malaysia
Haiti	Chile	Croatia	Kuwait	Cameroon	India	Japan	New Zealand
Jamaica	Colombia	Czech Republic	Lebanon	Congo	Kazakhstan	Laos	Papua New Guinea
Mexico	Costa Rica	Denmark	Oman	Egypt	Kyrgyzstan	Mongolia	Philippines
Puerto Rico	Cuba	Estonia	Qatar	Gambia	Moldova	North Korea	Singapore
United States of	Ecuador	Finland	Saudi Arabia	Ghana	Nepal	South Korea	Sumatra
	El Salvador	France	Syria	Guinea	Pakistan	Thailand	
	Guatemala	Germany	Turkey	Kenya	Russia	Vietnam	
	Honduras	Greece	United Arab Emirates	Liberia	Sri Lanka		
	Nicaragua	Hungary	Yemen	Lybia	Ukraine		
	Panama	Iceland		Morocco	Uzbekistan		
	Paraguay	Ireland		Mozambique			
	Peru	Israel		Namibia			
	Uruguay	Italy		Niger			
	Venezuela	Latvia		Nigeria			
		Lithuania		Rwanda			
		Netherlands		Senegal			
		Norway		Sierra Leone			
		Poland		Somalia			
		Portugal		South Africa			
		Romania		Tanzania			
		Scotland		Tunesia			
		Serbia		Uganda			
		Slovakia		Zambia			
		Slovenia		Zimbabwe			
		Spain					
		Sweden					
		Switzerland					
		United Kingdom					

11 ANNEX B - TYPES OF GLOBAL FORUM PROJECTS

11.1 Type 1 – Single Member Organisation Project

11.2 Type 2 – Joint Project (Bilateral and / or Commercial Agreement)

- a. Global Forum will, on request, promote via the GFMAM web site the existence of a Joint Project between two or more GFMAM Members

11.3 Type 3 – Joint Project with Global Forum Branding (Two or More Members want GFMAM Recognition)

- a. Global Forum does not provide governance of the project outcomes but does provide governance associated with the Global Forum brand.
- b. A project scope should be completed at the point the project members want the Global Forum 'badge' – this could be at any point in the timeline of the project but GFMAM prefers that such Projects are initially Type 2.
- c. When the project scope is submitted, Global Forum member organisations would assess each application against the following criteria.
 - (i) Are two or more Global Forum member organisations involved in the project?
 - (ii) Does the project support the enduring objectives of the Global Forum?
 - (iii) Can the non-participating members get value from the project?
 - (iv) Are the outputs free to use for all Global Forum members?
 - (v) Are the intellectual property and copyright arrangements clearly defined?
 - (vi) Is it of benefit to the Global Forum to avoid having duplicate projects with similar scopes?
- d. Once agreement has been given to add the Global Forum brand to the project, the project team should provide regular updates to all Global Forum members. If the scope of the project changes the project team will need to re-submit the application.
- e. It is possible that a project could be split between Type 2 and Type 3 – for example if a return on investment is necessary for a particular project, the commercial part of the project could be categorised as Type 2 but the outputs from the project may be classified as Type 3 (i.e. free access to all Global Forum members).

11.4 Type 4 – Global Forum ‘Core’ Activities

- a. Example – the core of the Asset Management Landscape.
- b. Project scope to be completed at the start of the project.
- c. Only projects that are fundamental to the Global Forum would be categorised as Type 4 as the governance process will be more complex and time consuming.
- d. Global Forum members would be involved in reviewing and approving the outputs from these types of projects.
- e. Seventy five percent (75 %) of Members must agree to adopt the outputs.

11.5 Project Scope Templates

- a. Project templates for Type 3 and Type 4 projects must include the following:
 - (i) Project Name
 - (ii) Alignment with Global Forum enduring objective(s)
 - (iii) Background
 - (iv) Scope of Project
 - (v) Type 3 or Type 4 project
 - (vi) Project Objectives
 - (vii) Which member organisations are involved
 - (viii) Deliverables and Timescales
 - (ix) Intended audience for the outputs
 - (x) Benefits to Global Forum members
 - (xi) Definition of intellectual property and copyright arrangements
 - (xii) How and when can other member societies engage with the project