

GLOBAL ACCREDITATION  
COOPERATION INCORPORATED  
LOGO

## **CONSTITUTION**

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## FURTHER INFORMATION

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## 1. DEFINITIONS

In this **Constitution**, words have the meaning set down in the Incorporated Societies Act 2022. In all other instances, unless the context requires otherwise, the following words and phrases have the following meanings:

**Absolute Majority** - the number of affirmative votes equals or exceeds the nearest whole number above fifty percent (50%) of the number of possible votes.

**Accreditation** - third-party attestation related to a Conformity Assessment Body conveying formal demonstration of its competence, impartiality and consistent operation in performing specific Conformity Assessment activities.

**Accreditation Body** - an authoritative body that provides accreditation.

**Act** - the Incorporated Societies Act 2022 or any legislation which replaces it (including amendments to it from time to time), and any regulations made under the Act or under any legislation which replaces it.

**Affiliate** - an organisation linked to accredited Conformity Assessment and that wishes to understand the work of Global Accreditation Cooperation Incorporated but does not meet the Stakeholder Member requirements.

**Annual Meeting of the General Assembly** - a meeting of the Members of Global Accreditation Cooperation Incorporated held once per year which, among other things, will receive and consider reports on Global Accreditation Cooperation Incorporated's activities and finances.

**Appeals Board** - the board, with roles defined in the Bylaws, established by the General Assembly to handle and decide on appeals.

**Application Form** - application documents published by Global Accreditation Cooperation Incorporated and approved by the General Assembly as defined in the Bylaws.

**Arrangement Committee** - a Committee comprised of delegates from Full Members of Global Accreditation Cooperation Incorporated appointed in accordance with the documented procedures of the Committee to make decisions on peer evaluations, signatory status and other matters related to the operation and management of the Global Accreditation Cooperation Incorporated Arrangement.

**Associate Member** - Accreditation Bodies that have not yet been accepted as a signatory of a mutual recognition arrangement of a Regional Cooperation Body Member but self-declare that they conform with the requirements of ISO/IEC 17011 and the application requirements and obligations for Associate Members as specified in the Bylaws.

**Authorised Representative** - an individual appointed by a Member to represent the Member within Global Accreditation Cooperation Incorporated.

**Balance Date** - the balance date specified for Global Accreditation Cooperation Incorporated in this Constitution, which is 30 June in any given year.

**Bylaws** - all Global Accreditation Cooperation Incorporated rules, regulations and codes including:

- (a) the Global Accreditation Cooperation Incorporated General Rules;

- (b) the Global Accreditation Cooperation Incorporated Code of Conduct; and
- (c) other procedural documents approved by Global Accreditation Cooperation Incorporated.

**Chair** - the chair of Global Accreditation Cooperation Incorporated elected by the General Assembly, being the chair ex-officio of the Executive Committee.

**Committee** - a Global Accreditation Cooperation Incorporated committee (other than the Executive Committee).

**Conflict of Interest** - any situation where an Officer's personal interests, obligations or relationships could interfere with their ability to act in Global Accreditation Cooperation Incorporated's best interests.

**Conformity Assessment** - the demonstration that specified requirements are fulfilled.

**Conformity Assessment Activities** - activity conducted by a Conformity Assessment Body when assessing conformity, including but not limited to, testing, calibration, inspection, certification of management systems, persons, products, processes and services, provision of proficiency testing, production of reference materials, biobanking, and validation and verification.

**Conformity Assessment Body** - a body that performs Conformity Assessment Activities. Note: a Conformity Assessment Body cannot provide Accreditation.

**Constitution** - this Constitution.

**Dispute** - disagreements, conflicts or complaints as defined in Section 38 of the Act.

**Eligible Voting Member** - a member in the Full Member or Stakeholder Member category whose membership is not suspended.

**Executive Committee** - the executive committee described under Article 8 of this Constitution which is charged with the management of Global Accreditation Cooperation Incorporated.

**Executive Committee Member** - a member of the Executive Committee, including the Chair.

**Full Member** - an Accreditation Body that has been accepted by Global Accreditation Cooperation Incorporated as a signatory of the Global Accreditation Cooperation Incorporated Arrangement and meets the requirements and obligations for Associate Members as specified in the Bylaws.

**General Assembly** - the body referred to in Article 7 of this Constitution, namely the highest decision-making body of Global Accreditation Cooperation Incorporated.

**General Meeting** - either an Annual Meeting of the General Assembly or a Special General Meeting of Global Accreditation Cooperation Incorporated.

**Global Accreditation Cooperation Incorporated Arrangement** - the multilateral recognition arrangement on the operation of accreditation that is signed by Full Members.

**Interested Officer** - an Officer is interested in a matter if the Officer may obtain a financial benefit from the matter; or is the spouse, civil union partner, de facto partner, child, parent, grand-parent, grandchild, sibling, nephew, niece, uncle, aunt, or first cousin of a person who may obtain a financial benefit from the matter; or may have a financial interest in a person to whom the matter relates; or is a partner, director, officer, board member, or trustee of a person who may have a financial interest in a

person to whom the matter relates; or is interested in the matter because Global Accreditation Cooperation Incorporated's constitution so provides. Within this definition, a matter means Global Accreditation Cooperation Incorporated's performance of its activities or exercise of its powers; or an arrangement, an agreement, or a contract (a transaction) made or entered into, or proposed to be entered into, by Global Accreditation Cooperation Incorporated.

**Members** - the Full Members and the Stakeholder Members as Eligible Voting Members and the Associate Members and the Regional Cooperation Body Members as non-voting members.

**Notice** - includes any notice given by post, courier or email; and the failure for any reason of any Member to receive such Notice or information shall not invalidate any meeting or its proceedings or any election.

**Objectives** - the key objectives of Global Accreditation Cooperation Incorporated as set out in Article 5.1.1 of this Constitution.

**Officer** - a natural person who is an Executive Committee Member or is in a position to exercise significant influence over the management of Global Accreditation Cooperation Incorporated, for example, the Treasurer.

**Permanent Committees** - a permanent committee of Global Accreditation Cooperation Incorporated, other than the Executive Committee, with roles defined in the Bylaws.

**Quorum** - the quorum for a vote established for a meeting or for an electronic ballot being the nearest whole number above fifty percent (50%) of the number of the Eligible Voting Members present if not defined differently in this Constitution, the Bylaws or the Act.

**Regional Cooperation Body** - a formally established regional cooperation of accreditation bodies that has met the Global Accreditation Cooperation Incorporated requirements for Regional Cooperation Bodies as set out on this Constitution and the Bylaws.

**Register of Interests** - the register of Conflicts of Interests of Officers kept under this Constitution.

**Register of Members** - the register of Members kept under this Constitution.

**Resolution** - one or more documents (including letters, electronic mail, visual presentation media, or other similar means of communication) provided to those who are entitled to vote on the matters that are the subject of the Resolution.

**Secretariat** - the Global Accreditation Cooperation Incorporated secretariat appointed or established by the Executive Committee.

**Secretary** - the member of the Secretariat responsible for, among other things, keeping the Register of Members, the Register of Interests, and recording the minutes of meetings of the General Assembly.

**Simple Majority** - the number of affirmative votes equals or exceeds the nearest whole number above fifty percent (50%) of the number of votes cast by Eligible Voting Members not counting abstentions.

**Special Meeting of the General Assembly** - a meeting of the Members, other than an Annual Meeting of the General Assembly, called for a specific purpose or purposes.

**Stakeholder Committee** - a Permanent Committee of Global Accreditation Cooperation Incorporated with roles defined in the Bylaws.

**Stakeholder Member** - an organisation that has met the Global Accreditation Cooperation Incorporated application requirements and obligations for Stakeholder Members as set out in this Constitution and the Bylaws.

**Treasurer** - the Officer responsible for, among other things, overseeing the finances of Global Accreditation Cooperation Incorporated.

**Vice-Chair** - the vice-chair of Global Accreditation Cooperation Incorporated elected by the General Assembly to deputise the chair of Global Accreditation Cooperation Incorporated if needed, being the vice-chair ex-officio of the Executive Committee.

## 2. NAME

- 2.1 The name of the society is Global Accreditation Cooperation Incorporated (in this **Constitution** referred to as "Global Accreditation Cooperation Incorporated").

## 3. LEGISLATION

- 3.1 Global Accreditation Cooperation Incorporated, the **Executive Committee** and **Members** have the rights, powers, duties and obligations set out in the **Act**, except to the extent they are lawfully negated or modified by this **Constitution**.

## 4. CHARITABLE STATUS

- 4.1 Global Accreditation Cooperation Incorporated is not and does not intend to be registered as a charitable entity under the New Zealand Charities Act 2005.

## 5. PURPOSE

### 5.1 Objectives

5.1.1 The primary objectives of Global Accreditation Cooperation Incorporated are:

- (1) To promote an international accreditation infrastructure that meets the needs of all parties with an interest in **Conformity Assessment Activities** covered by the **Global Accreditation Cooperation Incorporated Arrangement**.
- (2) To help to facilitate global trade and reduce technical barriers to trade by operating a worldwide multilateral recognition arrangement among **Accreditation Bodies** in order that the accredited **Conformity Assessment** results issued by **Conformity Assessment Bodies** accredited by the Global Accreditation Cooperation Incorporated **Full Members** are accepted globally.
- (3) To promote arrangements for mutual recognition under the **Global Accreditation Cooperation Incorporated Arrangement** that are relevant to the marketplace and the needs of regulators, industry and other users.
- (4) To promote the international recognition of and trust in the results of **Conformity Assessment** provided by a body accredited by a Global Accreditation Cooperation Incorporated **Full Member**.
- (5) To harmonise accreditation practices by defining criteria and normative documents to achieve consistency and effective accreditation of **Conformity Assessment Bodies** for the purpose of facilitating trade and supporting the improvement of safety, health, and the environment, etc.
- (6) To encourage and assist **Accreditation Bodies** to satisfy market needs and to achieve international recognition for results produced by accredited **Conformity Assessment Bodies** for all activities covered by the **Global Accreditation Cooperation Incorporated Arrangement**.
- (7) To foster the development of **Regional Cooperation Bodies** as the means to ensure that **Accreditation Bodies** throughout the world have adequate opportunities

to participate in the global infrastructure for accreditation of **Conformity Assessment Bodies**.

- (8) To promote the consistent application of **Conformity Assessment Activities** to international consensus-based standards and **Conformity Assessment** schemes in order to benefit trade, public health, safety, security and welfare, environmental performance/improvement in support of regulators, industry, and end-users, etc.
- (9) To provide opportunities for the exchange of information relating to accreditation and accredited **Conformity Assessment Activities** and for consensus application documents to be established and administered.
- (10) To provide capacity building support for the competency of **Accreditation Bodies** around the world.
- (11) To strive to promote cooperation between its **Members** to further enhance and improve **Accreditation** and accredited **Conformity Assessment** globally.
- (12) To engage in other activity relevant and appropriate to the advancement of objectives which may be further defined from time to time by Global Accreditation Cooperation Incorporated.

5.1.2 The **Objectives** and purposes stated above are deemed to be separate and distinct. No **Objective** is, in any way, to limit or circumscribe any other **Objective**.

## 5.2 Not-for-Profit

5.2.1 Global Accreditation Cooperation Incorporated must not operate for the purpose of, or with the effect of:

- (1) any **Member** of Global Accreditation Cooperation Incorporated deriving any financial gain from membership of Global Accreditation Cooperation Incorporated, other than as may be permitted by law, or
- (2) conferring any kind of ownership in Global Accreditation Cooperation Incorporated's assets on **Members**,

but Global Accreditation Cooperation Incorporated will not operate for the financial gain of **Members** simply if Global Accreditation Cooperation Incorporated:

- (3) engages in trade provided it is consistent with the Not-for-Profit purposes of Global Accreditation Cooperation Incorporated,
- (4) for matters that are incidental to the purposes of Global Accreditation Cooperation Incorporated, pays a **Member** of Global Accreditation Cooperation Incorporated provided that **Member** is a not-for-profit entity,
- (5) reimburses a **Member** for reasonable expenses legitimately incurred on behalf of Global Accreditation Cooperation Incorporated or while pursuing Global Accreditation Cooperation Incorporated's **Objectives**,
- (6) provides benefits to members of the public or of a class of the public and those persons include **Members** or their families,

- (7) pays a **Member** a salary or wages or other payments for services to Global Accreditation Cooperation Incorporated on arm's length terms (terms reasonable in the circumstances if the parties were connected or related only by the transaction in question, each acting independently, and each acting in its own best interests; or are terms less favourable to the **Member** than those terms), or
- (8) provides a Member with incidental benefits (for example, trophies, prizes, or discounts on products or services) in accordance with the purposes of Global Accreditation Cooperation Incorporated.

### 5.3 Agreements with other bodies

- 5.3.1 Global Accreditation Cooperation Incorporated can establish agreements with other organisations to facilitate mutually agreed objectives.

## 6. MEMBERSHIP

### 6.1 Rights and Obligations

- 6.1.1 Membership does not confer on any **Member** any right, title, or interest (legal or equitable) in the property of Global Accreditation Cooperation Incorporated.
- 6.1.2 Global Accreditation Cooperation Incorporated shall maintain the minimum number of **Members** required by the **Act**, that is to have at least ten (10) **Members**.
- 6.1.3 All **Members** shall promote the interests and purposes (including the **Objectives**) of Global Accreditation Cooperation Incorporated and shall do nothing to bring Global Accreditation Cooperation Incorporated into disrepute.
- 6.1.4 A **Member** is only entitled to exercise the rights of membership (including attending and voting at meetings of the **General Assembly** if applicable) if all subscriptions and other fees have been paid to Global Accreditation Cooperation Incorporated.
- 6.1.5 No **Member** is liable for an obligation of Global Accreditation Cooperation Incorporated by reason only of being a **Member**.
- 6.1.6 All **Members** shall provide the Secretary with the name and contact details of the person who is the organisation's **Authorised Representative** to the **General Assembly**, and that person shall be deemed to be the organisation's representative for the purposes of exercising all rights and privileges of membership on behalf of the **Member**.

### 6.2 Categories of Membership

- 6.2.1 The membership of Global Accreditation Cooperation Incorporated shall consist of the following categories:
  - (1) **Full Member - Accreditation Bodies** that meet the **Associate Member** requirements and obligations and have been accepted as a signatory of the **Global Accreditation Cooperation Incorporated Arrangement** according to the **Bylaws**.
  - (2) **Associate Member - Accreditation Bodies** that have not yet been accepted as a signatory of a mutual recognition arrangement of a **Regional Cooperation Body**

**Member** but self-declare that they conform with the requirements of ISO/IEC 17011 and the application requirements and obligations for **Associate Members** as specified in the **Bylaws**.

- (3) **Stakeholder Member** - Organisations whose members engage in **Conformity Assessment** or related activities or make use of, accept or rely on **Conformity Assessment** results from bodies accredited by **Full Members** of Global Accreditation Cooperation Incorporated and which support the **Objectives** of Global Accreditation Cooperation Incorporated and meet the requirements for **Stakeholder Members** as specified in the **Bylaws**.
- (4) **Regional Cooperation Body Member** - A regional cooperation of **Accreditation Bodies** from at least three (3) different economies, with documented objectives similar to and compatible with Global Accreditation Cooperation Incorporated and which has declared a commitment to the obligations of the **Global Accreditation Cooperation Incorporated Arrangement** as specified in the **Bylaws**.

### 6.3 Voting Rights of Members

6.3.1 Each **Full Member** and **Stakeholder Member** shall be entitled to vote unless otherwise stated in the **Constitution** or **Bylaws** – with the number of votes for each **Member** being defined in the **Bylaws**.

6.3.2 **Associate Members** and **Regional Cooperation Body Members** have no voting rights.

### 6.4 Application Process

6.4.1 Requirements and obligations that need to be met in order to apply for and retain membership are specified in the **Bylaws** and their fulfilment is to be confirmed in the **Application Form**.

6.4.2 Every applicant for membership must consent in writing to becoming a **Member**.

6.4.3 An applicant for membership must complete and sign an **Application Form**. An applicant must supply any information and/or attend an interview as may be reasonably required by the **Executive Committee** regarding an application for membership.

6.4.4 The **General Assembly** may accept or decline an application for membership. The **Secretary** shall advise the applicant of the **General Assembly** decision (but is not required to provide reasons for that decision).

### 6.5 Suspension of Membership

6.5.1 A **Member** not fulfilling its requirements and obligations under this **Constitution** or the **Bylaws** or acting against the interests of Global Accreditation Cooperation Incorporated may be suspended (membership suspension) based on a vote by **Eligible Voting Members** until such time as it again fulfils its requirements and obligations, to be judged by the **Executive Committee**. The relevant **Member** shall be informed of the decision by the **Secretary** as soon as possible in writing, with a statement of the reasons for suspension of its membership.

6.5.2 A suspended **Member** is obliged to continue to pay membership fees. A suspended **Member** does not have voting rights while suspended.

6.5.3 A **Full Member** may be suspended from the **Global Accreditation Cooperation Incorporated Arrangement** (signatory suspension) by a decision of the **Arrangement Committee** if the **Member** in question fails to meet the requirements for signatory status to the **Global Accreditation Cooperation Incorporated Arrangement**. A signatory suspension will cause the Global Accreditation Cooperation Incorporated membership status of the **Member** in question to be converted from the status of **Full Member** to **Associate Member**.

## 6.6 Termination of Membership

6.6.1 Based upon a decision of the **Eligible Voting Members**, Global Accreditation Cooperation Incorporated may terminate the membership of a **Member** if that **Member** has ceased to meet the requirements and obligations for membership set out in this **Constitution** or the **Bylaws**.

6.6.2 If continuation of the membership of Global Accreditation Cooperation Incorporated cannot reasonably be justified, notice of termination may be given at any time with immediate effect, which shall at any rate be the case if:

- (1) The **Member** does not fulfil its obligations under this **Constitution** or the **Bylaws**, including payment of membership fees.
- (2) The **Member** no longer meets the requirements and obligations imposed on the relevant membership category.
- (3) The **Member** acts contrary to the **Constitution**, the **Bylaws** or **Resolutions** of Global Accreditation Cooperation Incorporated.

6.6.3 Notice of termination by Global Accreditation Cooperation Incorporated shall be issued by the **Executive Committee**. The relevant **Member** shall be informed by the **Executive Committee** of the decision taken by the **Eligible Voting Members** as soon as possible in writing, with a statement of the reasons.

## 6.7 Appeals against Suspension or Termination

6.7.1 A **Member** having its membership terminated or suspended may appeal the decision in writing or electronically to the **Appeals Board** within thirty (30) days of receipt of the notification of the decision by the Global Accreditation Cooperation Incorporated **Members**. If a **Member** having its membership terminated appeals that decision, the membership shall be considered as suspended during the period of handling the appeal.

## 6.8 Ceasing to be a Member

6.8.1 A **Member** ceases to be a **Member**:

- (1) on liquidation or deregistration, or if a partnership on dissolution of the partnership, or
- (2) by resignation from that **Member's** class of membership by notice to the **Secretary**, or

- (3) on termination of a **Member's** membership under this **Constitution**, with effect from (as applicable):
- (4) the date of its liquidation or deregistration, or if a partnership from the date of its dissolution, or
- (5) the date of receipt of the notice of resignation by the **Secretary** (or any subsequent date stated in the notice of resignation), or
- (6) the date of termination of membership under this **Constitution**, or
- (7) the date specified in a **Resolution** of the **General Assembly**.

## 6.9 Annual Membership Fee

6.9.1 Annual membership fees appropriate to each category of membership are mandatory. The level of contribution for each category of membership shall be established by the **General Assembly**.

6.9.2 Annual membership fees are for a period of twelve (12) months commencing on 1 July and concluding on 30 June of the following year. **Members** admitted to any category of membership during any contribution period shall pay an annual contribution, pro-rata from the month of admission to the end of that financial year.

6.9.3 Payment shall be made 30 days after invoicing at the latest. If the fee is not paid within this time, the **Member's** membership may be suspended in accordance with Article 6.5 of this **Constitution**. After 60 days from the date of suspension if the fee is not paid the **Executive Committee** may terminate the **Member's** membership in accordance with Article 6.6.

## 6.10 Register of Members

6.10.1 The **Secretary** shall keep an up-to-date **Register of Members**, recording for each **Member** that **Member's** name, contact details, the date they became a **Member**, and any other information required by this **Constitution** or prescribed by regulations under the **Act**.

6.10.2 Every **Member** shall provide Global Accreditation Cooperation Incorporated with that **Member's** name and contact details (including postal address, telephone number(s), website URL, and email address) and promptly advise Global Accreditation Cooperation Incorporated of any changes to those details.

6.10.3 With reasonable notice and at reasonable times, the **Secretary** shall make the **Register of Members** available for inspection by **Members** and **Committee** members. However, no access will be given to information on the **Register of Members** to **Members** or any other person, other than as required by law.

## 6.11 Affiliates (not being Members)

6.11.1 **Affiliate** status enables the involvement of organisations who have an interest in the work of Global Accreditation Cooperation Incorporated, but who do not meet the requirements for membership or do not wish to become a member. Further details are specified in the **Bylaws**.

6.11.2 An **Affiliate** is not a **Member** of Global Accreditation Cooperation Incorporated.

## 7. GENERAL ASSEMBLY

### 7.1 Responsibilities

7.1.1 The **General Assembly** is the highest decision-making body of Global Accreditation Cooperation Incorporated and shall have all the powers that have not been entrusted to other bodies of Global Accreditation Cooperation Incorporated by law or this **Constitution**.

7.1.2 The **General Assembly** shall approve policies and strategic plans for Global Accreditation Cooperation Incorporated and:

- (1) Approve work programs developed to execute the strategic plans in accordance with the approved budget.
- (2) Approve requirements and obligations for the operation of accreditation activities under the **Global Accreditation Cooperation Incorporated Arrangement**.
- (3) Elect the **Chair** and the **Vice-Chair** of Global Accreditation Cooperation Incorporated from among the representatives of **Full Members** whereby the **Chair** and the **Vice Chair** shall not be employed by or be a representative from the same **Accreditation Body**, shall not be from the same economy, and shall not be from members in the same **Regional Cooperation Body**.
- (4) Elect **Committee** chairs (except if defined differently in the **Bylaws**).
- (5) Elect **Committee** vice-chairs (except if defined differently in the **Bylaws**).
- (6) Elect the **Executive Committee Members**.
- (7) Receive the reporting on financial outcomes.
- (8) Approve budgets.
- (9) Endorse the audited financial accounts for the previous year.
- (10) Grant discharge of the liability to the members of the **Executive Committee** for the activities conducted by them during the past financial year.
- (11) Conduct such other business as may be stated in the notice of the meeting.

7.1.3 The **General Assembly** shall establish and maintain independent and impartial processes for the **Full Members** to make decisions on the signatory status of the **Global Accreditation Cooperation Incorporated Arrangement**.

7.1.4 The **General Assembly** may make, amend, and approve **Bylaws** that are mandatory for Global Accreditation Cooperation Incorporated **Members**. A **Bylaw** made by Global Accreditation Cooperation Incorporated has no effect to the extent that it contravenes, or is inconsistent with, the **Act**, regulations made under the **Act**, any other legislation, or this **Constitution**. The making, amendment, revocation, or replacement of a **Bylaw** is not an amendment of this **Constitution**.

7.1.5 All decisions made by the **General Assembly** shall be based upon voting on a written **Resolution**.

## 7.2 Annual Meeting of the General Assembly

7.2.1 An **Annual Meeting of the General Assembly** shall be held once a year on a date and at a location (or as allowed by Article 7.4.7) determined by the **Executive Committee** and consistent with any requirements in the **Act**.

7.2.2 An **Annual Meeting of the General Assembly** shall be held:

- (1) Not later than 6 months after the **Balance Date**.
- (2) Not later than 15 months after the previous **Annual Meeting of the General Assembly**.

7.2.3 The **Executive Committee** must, at each **Annual Meeting of the General Assembly**, present the following information:

- (1) an annual report on the affairs of Global Accreditation Cooperation Incorporated during the most recently completed accounting period,
- (2) the annual financial statements for that period, and
- (3) notice of any disclosures of conflicts of interest made by **Executive Committee Members** during that period (including a brief summary of the matters, or types of matters, to which those disclosures relate).

7.2.4 The business of an **Annual Meeting of the General Assembly** shall also:

- (1) confirm the minutes of previous Global Accreditation Cooperation Incorporated **General Meeting(s)**,
- (2) adopt the annual report on Global Accreditation Cooperation Incorporated's business,
- (3) adopt the **Treasurer's** report on the finances of Global Accreditation Cooperation Incorporated and the annual financial statements,
- (4) appoint an auditor to hold office until the next **Annual Meeting of the General Assembly** if the financial statements of Global Accreditation Cooperation Incorporated are required under the **Act** to be audited,
- (5) set any subscriptions for the current financial year,
- (6) consider any proposals, and
- (7) consider any general business.

## 7.3 Special Meeting of the General Assembly

7.3.1 A **Special Meeting of the General Assembly** may be called at any time by the **Executive Committee** by **Resolution**. The **Executive Committee** must call a **Special Meeting of**

**the General Assembly** if the **Secretary** receives a written request signed by at least twenty percent (20%) of **Members**. Any **Resolution** or written request must state the business that the **Special Meeting of the General Assembly** is to deal with.

7.3.2 The rules relating to the procedure to be followed at **General Meetings** shall apply to a **Special Meeting of the General Assembly**, and a **Special Meeting of the General Assembly** shall only consider and deal with the business specified in the **Executive Committee's Resolution** or the written request by **Members** for the meeting.

#### 7.4 Procedure

7.4.1 The **Executive Committee** shall give the **Authorised Representatives** to the **General Assembly** of all **Members** at least sixty (60) days' **Notice** of any **Annual Meeting of the General Assembly** or thirty (30) days' **Notice** of any **Special Meeting of the General Assembly** and of the business to be conducted at that meeting.

7.4.2 The **General Meeting** and its business will not be invalidated simply because one or more **Members** do not receive the **Notice** of the **General Meeting**.

7.4.3 All **Members** (except **Members** who have been suspended in accordance with Article 6.5 of this **Constitution**) may attend and speak at **General Meetings**.

7.4.4 All **Eligible Voting Members** may vote at **General Meetings**:

- (1) through the **Authorised Representative** of a **Member** as notified to the **Secretary**, or
- (2) by a signed written proxy in favour of some individual entitled to be present at the meeting and received by (either by electronic or postal means), or handed to, the **Secretary** before the commencement of the **General Meeting**, and
- (3) no other proxy voting shall be permitted.

7.4.5 If a **Member** has more than one **Authorised Representative**, only one shall be allowed to vote on any particular **Resolution** (as decided by the **Member**).

7.4.6 If, within half an hour after the time appointed for a meeting a **Quorum** is not present, the meeting – if convened upon request of **Members** – shall be dissolved; in any other case it shall stand adjourned to a day, time and place determined by the **Chair** of Global Accreditation Cooperation Incorporated, and if at such adjourned meeting a **Quorum** is not present those present in person shall be deemed to constitute a sufficient **Quorum**. Any decisions made when a **Quorum** is not present are not valid.

7.4.7 **General Meetings** may be held at one or more venues using any real-time audio, audio and visual, or electronic communication that gives each **Member** a reasonable opportunity to participate. The **General Assembly** holds the right to decide on the type of the meeting but may delegate this responsibility to the **Executive Committee**.

7.4.8 All **General Meetings** shall be chaired by the **Chair**. If the **Chair** is absent, the **Vice-Chair** or an **Authorised Representative** of another **Full Member** being a member of the **Executive Committee** and elected by the **Eligible Voting Members** in the meeting shall chair the meeting.

7.4.9 Any person chairing a **General Meeting** may:

- (1) With the consent of that **General Meeting** adjourn the **General Meeting** from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (2) Direct that any person not entitled to be present at the meeting, obstructing the business of the meeting, behaving in a disorderly manner, being abusive, or failing to abide by the directions of the chairperson be removed from the meeting.
- (3) In the absence of a **Quorum** or in the case of emergency, adjourn the meeting or declare it closed.

## 7.5 Quorum

7.5.1 The **Quorum** for **General Meetings** is based upon the number of **Eligible Voting Members** in the meeting.

7.5.2 Unless otherwise described in this **Constitution**, the minimum number of **Eligible Voting Members** that must be present in person at a **General Meeting** to make the proceedings of that meeting valid is the nearest whole number above fifty percent (50%) of the total number of Global Accreditation Cooperation Incorporated **Eligible Voting Members**.

7.5.3 Unless otherwise described in this **Constitution**, approval of a **Resolution** in a **General Meeting** needs a minimum of fifty percent (50%) of the “Yes” and “No” votes cast by those **Members** voting in person, by proxy or, if permitted by the **Chair**, by electronic means to be affirmative. In the event of an equality of “Yes” and “No” votes, the **Chair** shall have a casting vote.

7.5.4 If a **General Meeting** is convened to be held:

- (1) by way of audio link, audiovisual link, or other electronic communication; or
- (2) by a combination of the method described in Article 7.5.4(1) above and attendance in person,

as specified in a **Notice** of a **General Meeting** in accordance with Article 7.4.1 of this **Constitution**, the minimum number of **Eligible Voting Members** that must be present in person or online to make the proceedings of that meeting valid is the nearest whole number above fifty percent (50%) of the total number of Global Accreditation Cooperation Incorporated **Eligible Voting Members**. Approval of a **Resolution** in such a **General Meeting** needs a minimum of fifty percent (50%) of the “Yes” and “No” votes cast by those **Members** voting in person, by proxy or by electronic means to be affirmative. In the event of an equality of “Yes” and “No” votes, the **Chair** shall have a casting vote.

## 7.6 Minutes

7.6.1 Minutes must be kept by the **Secretary** of all meetings of the **General Assembly**. These minutes shall be adopted by the **General Assembly** no later than at the next meeting of the **General Assembly**.

## 7.7 Resolution in lieu of meeting

7.7.1 It is not necessary for Global Accreditation Cooperation Incorporated to hold a **General Meeting** if everything required to be done at the meeting (by **Resolution** or otherwise) is done by **Resolution** in writing signed in accordance with the **Act**. Such **Resolution** in writing must be approved by no less than seventy-five percent (75%) of the **Eligible Voting Members** entitled to vote on the matters the subject of the **Resolution**. A written **Resolution** under this Article 7.7.1 may consist of one or more documents in similar form (including letters, electronic mail, or other similar means of communication) each approved by or on behalf of one or more of the **Eligible Voting Members** who are entitled to vote on the matters the subject of the **Resolution**. Any **Resolution** in writing under this Article 7.7.1 must be sent to **Members** to the extent and in the manner required by the **Act**.

# 8. EXECUTIVE COMMITTEE

## 8.1 Functions

8.1.1 The **Executive Committee** is responsible for the management of Global Accreditation Cooperation Incorporated and takes decisions on all matters which according to this **Constitution** are not under the control of the **General Assembly**.

8.1.2 The **Executive Committee** shall decide in all cases not provided for by the **Act**, this **Constitution**, the **Bylaws**, and other rules and codes of Global Accreditation Cooperation Incorporated.

8.1.3 The **Executive Committee** shall nominate at least one person and no more than three persons to be the contact person for Global Accreditation Cooperation Incorporated, as required by the **Act**.

8.1.4 The members of the **Executive Committee** are **Officers** of Global Accreditation Cooperation Incorporated.

## 8.2 Composition

8.2.1 The composition of the **Executive Committee** shall be:

- (1) Chair.
- (2) Vice-Chair.
- (3) The chairs of the **Permanent Committees**, excluding the chair of the **Financial Audit Committee**.
- (4) A representative of each **Regional Cooperation Body Member**.
- (5) Representatives from the **Stakeholder Members** – the chair of the **Stakeholder Committee** according to paragraph (3) above, plus additional representatives from the **Stakeholder Members** up to a number where the total number of **Stakeholder Members** as a proportion of the total number of members in the **Executive Committee** shall be as close as possible to (but not exceed) the proportion of **Stakeholder Member** votes out of all eligible votes in the **General Assembly**.

(6) Other members as may be determined by the **General Assembly**.

8.2.2 As required by the **Act**, the **Executive Committee** must consist of at least three (3) **Executive Committee Members**.

### 8.3 Qualifications of Executive Committee Members

8.3.1 Every **Executive Committee Member** must be a natural person.

8.3.2 Prior to election or appointment, every **Executive Committee Member** must consent in writing to be an **Executive Committee Member** and certify in writing that they are not disqualified from being appointed or holding office as an **Executive Committee Member** by this **Constitution** or the **Act**.

8.3.3 Each such consent and certificate should be in writing and retained by the **Secretary** in Global Accreditation Cooperation Incorporated's records.

### 8.4 Appointment of Executive Committee Members

8.4.1 The Chair and the Vice-Chair of the **Executive Committee** are the **Chair** and the **Vice-Chair** of Global Accreditation Cooperation Incorporated.

8.4.2 Members of the **Executive Committee** are elected as follows:

- (1) The chairs of **Permanent Committees** (other than the **Stakeholder Committee**) shall come from **Full Members**.
- (2) The chairs of the **Permanent Committees** with only **Full Members** as members shall be elected by the **Full Members**. The chairs of the other **Permanent Committees** shall be elected by the **General Assembly**.
- (3) Candidates representing each **Regional Cooperation Body Member** on the **Executive Committee** are nominated by the respective **Regional Cooperation Body Member** and elected by the **General Assembly**.
- (4) Candidates representing the **Stakeholder Members** on the **Executive Committee** are nominated by the **Stakeholder Committee** and elected by the **General Assembly**.

### 8.5 Term of Office

8.5.1 Members of the **Executive Committee** are elected for a term of office of three (3) years.

8.5.2 Members of the **Executive Committee** may serve in the same position on the **Executive Committee** (if so elected) for a maximum of two (2) consecutive three (3) year terms.

### 8.6 Cessation of Executive Committee Membership

8.6.1 A person's term of office as an **Executive Committee Member** terminates on:

- (1) retirement by written notice to the **Executive Committee**; or
- (2) expiry of the term of office; or

- (3) the organisation from which the **Executive Committee Member** has been nominated ceases to be a Global Accreditation Cooperation Incorporated **Member**; or
- (4) ceasing to be employed by the organisation from which the **Executive Committee Member** has been nominated or being its nominated representative; or
- (5) removal by decision of the **General Assembly**.

8.6.2 **Executive Committee Members** elected by the **General Assembly** can be dismissed at any time by the **General Assembly**.

8.6.3 Without restricting the **Dispute** resolution process set out in Schedule 1 to this **Constitution**, where a complaint is made about the actions or inaction of an **Executive Committee Member** the following steps shall be taken:

- (1) The **Executive Committee Member** who is the subject of the complaint, must be advised of all details of the complaint.
- (2) The **Executive Committee Member** who is the subject of the complaint, must be given adequate time to prepare a response.
- (3) The complainant and the **Executive Committee Member** who is the subject of the complaint, must be given an adequate opportunity to be heard, either in writing or at an oral hearing by the **Executive Committee** (excluding the committee member who is the subject of the complaint) if it considers that an oral hearing is required.
- (4) Any oral hearing shall be held by the **Executive Committee** (excluding the committee member who is the subject of the complaint), and/or any oral or written statement or submissions shall be considered by the **Executive Committee** (excluding the committee member who is the subject of the complaint).

8.6.4 If the complaint is upheld the **Executive Committee Member** may be removed from the **Executive Committee** by a **Resolution** of the **Executive Committee** put to the **General Assembly** for a decision.

## 8.7 Quorum and voting

8.7.1 A quorum for **Executive Committee** meetings is achieved when the number of **Executive Committee Members** present in person or by means of audio link, audiovisual link, or other electronic communication is the nearest whole number above fifty percent (50%) of the total number of **Executive Committee Members**.

8.7.2 Unless otherwise provided in this **Constitution**, a **Resolution** of the **Executive Committee** will be passed by an **Absolute Majority** of the votes of the **Executive Committee Members** entitled to vote.

8.7.3 In the event of an equality of votes, the **Chair** shall have a casting vote, that is, a second vote that is determinative.

8.7.4 A **Resolution** in writing, signed or assented to by seventy-five percent (75%) of the **Executive Committee Members** entitled to vote, is valid and effective as if it had been passed at a meeting of the **Executive Committee** duly convened and held. Any such

**Resolution** may consist of several documents (including documents sent by electronic mail or other similar means of communication) in like form, each signed (except in the case of electronic mail) or assented to by one or more **Executive Committee Member**. A copy of any such **Resolution** must be entered in or kept with the records of **Executive Committee** proceedings.

#### 8.7.5 Interested Officers

- (1) A member of the **Executive Committee** and/or any sub-committee who is an **Interested Officer** regarding a matter:
  - (a) must not vote or take part in the decision of the **Executive Committee** and/or sub-committee relating to the matter; and
  - (b) must not sign any document relating to the entry into a transaction or the initiation of the matter; but
  - (c) may take part in any discussion of the **Executive Committee** and/or sub-committee relating to the matter and be present at the time of the decision of the **Executive Committee** and/or sub-committee (unless the **Executive Committee** and/or sub-committee decides otherwise).
- (2) However, a member of the **Executive Committee** and/or sub-committee who is prevented from voting on a matter may still be counted for the purpose of determining whether there is a **Quorum** at any meeting at which the matter is considered.
- (3) Where fifty percent (50%) or more of **Executive Committee Members** are prevented from voting on a matter because they are interested in that matter, a **Special Meeting of the General Assembly** must be called to consider and determine the matter, unless all non-interested members agree otherwise, and where fifty percent (50%) or more of the members of a sub-committee are prevented from voting on a matter because they are interested in that matter, the **Executive Committee** shall consider and determine the matter.

### 8.8 General Issues

8.8.1 The **Executive Committee** may act by **Resolution** approved in the course of a conference call using audio and/or audio-visual technology or through a written ballot conducted by email or electronic voting system, and any such **Resolution** shall be recorded in the minutes of the next **Executive Committee** meeting.

8.8.2 Other than as prescribed by the **Act** or this **Constitution**, the **Executive Committee** may regulate its proceedings as it thinks fit.

8.8.3 Subject to the **Act**, this **Constitution** and the **Resolutions** of the **General Assembly**, the decisions of the **Executive Committee** on the interpretation of this **Constitution** and all matters dealt with by it in accordance with this **Constitution** and on matters not provided for in this **Constitution** shall be final and binding on all **Members**.

8.8.4 The **Executive Committee** may appoint sub-committees consisting of such persons (whether or not **Members** of Global Accreditation Cooperation Incorporated) and for such purposes as it thinks fit. Unless otherwise resolved by the **Executive Committee**:

- (1) the quorum of every sub-committee is half the members of the sub-committee but not less than 2,
- (2) no sub-committee shall have power to co-opt additional members,
- (3) a sub-committee must not commit Global Accreditation Cooperation Incorporated to any financial expenditure without express authority, and
- (4) a sub-committee must not further delegate any of its powers.

## 8.9 Indemnification and insurance for Executive Committee Members

8.9.1 Global Accreditation Cooperation Incorporated may:

- (1) indemnify **any Executive Committee Member, Officer, or Member** of Global Accreditation Cooperation Incorporated as contemplated by Section 96 of the **Act**; and
- (2) effect insurance for **any Executive Committee Member, Officer, or Member** of Global Accreditation Cooperation Incorporated as contemplated by Section 97 of the **Act**,

in each case to the extent permitted by the **Act** (including the matters set out in Section 98(2) of the **Act**).

## 8.10 Liability

8.10.1 No **Executive Committee Member** shall be liable for:

- (1) any loss not attributable to dishonesty or to the wilful commission by the **Executive Committee Member** of an act known to the member to be breach of trust; or
- (2) the neglect or default of any solicitor, bank accountant, auditor, stockbroker, investment advisor or any other agent employed in good faith by the **Executive Committee Member**;

and in particular, no **Executive Committee Member** shall be bound to take any proceedings against a co-**Executive Committee Member** or former **Executive Committee Member** for any breach or alleged breach of the **Constitution** committed by such co-**Executive Committee Member** or former **Executive Committee Member**.

# 9. OFFICERS OF GLOBAL ACCREDITATION COOPERATION INCORPORATED

## 9.1 Duties of Officers of Global Accreditation Cooperation Incorporated

9.1.1 At all times an **Officer**:

- (1) shall, when exercising powers or performing duties as an **Officer**, act in good faith and in what the **Officer** believes to be the best interests of Global Accreditation Cooperation Incorporated,
- (2) must exercise all powers for a proper purpose,
- (3) must not act, or agree to Global Accreditation Cooperation Incorporated acting, in a manner that contravenes the **Act** or this **Constitution**,
- (4) when exercising powers or performing duties as an **Officer**, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances taking into account, but without limitation, the nature of Global Accreditation Cooperation Incorporated, the nature of the decision, the position of the **Officer** and the nature of the responsibilities undertaken by him or her,
- (5) must not agree to the activities of Global Accreditation Cooperation Incorporated being carried on in a manner likely to create a substantial risk of serious loss to Global Accreditation Cooperation Incorporated or to Global Accreditation Cooperation Incorporated's creditors, or cause or allow the activities of Global Accreditation Cooperation Incorporated to be carried on in a manner likely to create a substantial risk of serious loss to Global Accreditation Cooperation Incorporated's creditors, and
- (6) must not agree to Global Accreditation Cooperation Incorporated incurring an obligation unless he or she believes at that time on reasonable grounds that Global Accreditation Cooperation Incorporated will be able to perform the obligation when it is required to do so.

## 9.2 Conflict of Interest

9.2.1 An **Officer** or a member of the **Executive Committee** and/or member of a sub-committee who is an **Interested Officer** in respect of any matter being considered by Global Accreditation Cooperation Incorporated, must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified):

- (1) to the **Executive Committee** and/or sub-committee; and
- (2) in a **Register of Interests**.

9.2.2 The **Secretary** shall maintain an up-to-date **Register of Interests** which records actual, perceived, or potential **Conflicts of Interest** disclosed by **Officers**.

9.2.3 Disclosure must be made as soon as practicable after the member of the **Executive Committee** and/or sub-committee becomes aware that they are interested in the matter.

9.2.4 No **Interested Officer** is allowed to take part in, or influence any decision made by Global Accreditation Cooperation Incorporated in respect of payments to, or on behalf of, the **Interested Officer** of any income, benefit, or advantage.

## 9.3 Suspension of Officers

9.3.1 Subject to this **Constitution**, the **General Assembly** on the recommendation of the **Executive Committee** may at any time suspend an **Officer**, if the **Officer**:

- (1) is the subject of a criminal investigation;
- (2) is charged with or found guilty by a court of a criminal offence; or
- (3) has engaged in misconduct as determined by the **Executive Committee**.

9.3.2 The **General Assembly** may delegate the responsibility for suspension to the **Executive Committee**.

9.3.3 Where the **Executive Committee** considers on reasonable grounds that time is of the essence, the **Executive Committee** may assume responsibility for suspension under Article 9.3.2, provided that approval from the **General Assembly** of any decisions made under Article 9.3.2 is sought and granted within 30 days of the relevant decision.

9.3.4 The maximum period of time an **Officer** can initially be suspended is 3 months (the "Suspension Period"). On or before the end of the Suspension Period, the **Executive Committee** will review the circumstances of the suspension and the current situation and may advise the **General Assembly** either to extend the Suspension Period (and if so, for how long) or revoke the **Officer's** position within Global Accreditation Cooperation Incorporated.

## 10. GLOBAL ACCREDITATION COOPERATION INCORPORATED COMMITTEES AND STRUCTURES

- 10.1 The **General Assembly** may establish **Committees** or other groups as deemed necessary to undertake the operations of Global Accreditation Cooperation Incorporated and to implement the purposes and **Objectives** of Global Accreditation Cooperation Incorporated. The composition, powers, functions and procedures of such **Committees** or groups shall be specified in the **Bylaws**.
- 10.2 Unless otherwise resolved by the **General Assembly**, a **Committee** must not commit Global Accreditation Cooperation Incorporated to any financial expenditure without express authority and must not further delegate any of its powers.

## 11. THE CONTROL OF FUNDS AND ASSETS

### 11.1 Capital

11.1.1 Global Accreditation Cooperation Incorporated's capital (both intellectual and financial) shall be made up of:

- (1) annual fees from the **Members**,
- (2) funds otherwise obtained by Global Accreditation Cooperation Incorporated,
- (3) intellectual assets, and
- (4) **Secretariat** resources.

## 11.2 Control and management of finances

- 11.2.1 The funds and property of Global Accreditation Cooperation Incorporated shall be:
  - (1) controlled, invested and disposed of by the **Executive Committee**, subject to this **Constitution** and the **Bylaws**, and
  - (2) devoted solely to the promotion of the **Objectives** and purposes of Global Accreditation Cooperation Incorporated.
- 11.2.2 The **Executive Committee** shall ensure that accounting records are kept in written form in English that correctly record the transactions of Global Accreditation Cooperation Incorporated and allow Global Accreditation Cooperation Incorporated to produce financial statements to be readily and properly audited.
- 11.2.3 The **Executive Committee** shall establish and maintain a satisfactory system of control of Global Accreditation Cooperation Incorporated's accounting records. The accounting records shall be kept for the current accounting period and for the last 7 completed accounting periods.
- 11.2.4 Annual financial statements shall be prepared and registered in accordance with the requirements of the **Act** within 6 months after the **Balance Date**.

## 11.3 Balance date

- 11.3.1 Global Accreditation Cooperation Incorporated's financial year shall commence on 1 July of each year and end on 30 June of the following year (the latter date being Global Accreditation Cooperation Incorporated's **Balance Date**).

## 11.4 Power to borrow money

- 11.4.1 Global Accreditation Cooperation Incorporated does not intend to borrow money but, should the need arise, it shall only be for purposes covered by the **Objectives** of Global Accreditation Cooperation Incorporated. The **Treasurer**, on behalf of the **Executive Committee**, shall make a proposal for borrowings as part of the draft budget for the coming financial year presented to the **General Assembly** for endorsement.

# 12. DISPUTE RESOLUTION

- 12.1 By definition in the **Act**, **Disputes** relate to disagreements, conflicts or complaints between Global Accreditation Cooperation Incorporated, **Members** or Global Accreditation Cooperation Incorporated **Officers**.
- 12.2 Any grievance by a **Member**, and any complaint by anyone, is to be lodged by the complainant with the **Secretary** in writing and must provide such details as are necessary to identify the details of the grievance or complaint. All **Members** (including the **Executive Committee**) are obliged to cooperate to resolve **Disputes** efficiently, fairly, and with minimum disruption to Global Accreditation Cooperation Incorporated's activities.
- 12.3 The complainant raising a grievance or complaint, and the **Executive Committee**, must consider and discuss whether a grievance or complaint may best be resolved through

informal discussions, mediation or arbitration. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.

- 12.4 The resolution of all **Disputes** must be conducted in a manner that is consistent with natural justice.
- 12.5 Where a complaint is made, the procedures for **Dispute** resolution are as set out in Schedule 1 to this **Constitution**.

## 13. ALTERATIONS TO THE GLOBAL ACCREDITATION COOPERATION INCORPORATED CONSTITUTION

- 13.1 Global Accreditation Cooperation Incorporated may amend or replace this **Constitution** at a **General Meeting** by a **Resolution** passed by a majority of 2/3 (two thirds) of the number of the “yes” plus the “no” votes of those **Eligible Voting Members** present and voting with a quorum of 75% of the number of **Eligible Voting Members**.
- 13.2 Any proposed motion to amend or replace this **Constitution** shall be signed by at least twenty percent (20%) of **Eligible Voting Members** and given in writing to the **Secretary** at least ninety (90) days before the **General Meeting** at which the motion is to be considered and accompanied by a written explanation of the reasons for the proposal.
- 13.3 At least thirty (30) days before the **General Meeting** at which any amendment is to be considered the **Secretary** shall give to all **Members** notice of the proposed motion, the reasons for the proposal, and any recommendations from the **Executive Committee**.
- 13.4 When an amendment is approved at a **General Meeting** it shall be notified to the Registrar of Incorporated Societies in the form and manner specified in the **Act** for registration and shall take effect from the date of registration.

## 14. WINDING UP

### 14.1 Dissolution

- 14.1.1 Global Accreditation Cooperation Incorporated may be wound up or removed from the Register of Incorporated Societies in accordance with the provisions of the **Act**.
- 14.1.2 The **Secretary** shall give Notice to all **Members** of:
  - (1) the proposed motion to wind up Global Accreditation Cooperation Incorporated or remove it from the Register of Incorporated Societies,
  - (2) the **General Meeting** at which any such proposal is to be considered,
  - (3) the reasons for the proposal, and
  - (4) any recommendations from the **Executive Committee** in respect to such notice of motion.
- 14.1.3 Global Accreditation Cooperation Incorporated may be wound up or removed from the Register of Incorporated Societies by a **Resolution of the General Assembly**. A valid decision needs a majority of 2/3 (two thirds) of the number of the “yes” plus the “no” votes

of those **Eligible Voting Members** present and voting with a quorum of 75% of the number of **Eligible Voting Members**.

## 14.2 Surplus assets

- 14.2.1 If Global Accreditation Cooperation Incorporated is wound up, or liquidated, or removed from the Register of Incorporated Societies, no distribution shall be made to any **Member**.
- 14.2.2 On the winding up or liquidation or removal from the Register of Incorporated Societies of Global Accreditation Cooperation Incorporated, its surplus assets after payment of all debts, costs and liabilities shall be vested in a not-for-profit body or bodies having objectives similar to Global Accreditation Cooperation Incorporated so long as Global Accreditation Cooperation Incorporated complies with this Constitution and the **Act** in all other respects.

## 15. TRANSITION PERIOD

- 15.1 Notwithstanding anything to the contrary in this **Constitution**, this Article 15 will apply to vary this **Constitution** to the extent necessary to give effect to this Article 15, for the period from the date of incorporation of Global Accreditation Cooperation Incorporated until 1 January 2026 (or any other date as resolved by the **Executive Committee**) (in this Article 15 referred to as the "Transition Period"). Following the end of the Transition Period, this Article 15 will cease to have any effect.
- 15.2 During the Transition Period, Global Accreditation Cooperation Incorporated will have four or more **Members**, each being a body corporate. These **Members** will include:
  - (1) the organisation holding the position of Chair of the International Accreditation Forum during the Transition Period;
  - (2) the organisation holding the position of Vice-Chair of the International Accreditation Forum during the Transition Period;
  - (3) the organisation holding the position of Chair of the International Laboratory Accreditation Cooperation during the Transition Period; and
  - (4) the organisation holding the position of Vice-Chair of the International Laboratory Accreditation Cooperation during the Transition Period.

15.3 During the Transition Period, Articles 7.1.2(3) and 8.2.1 of this **Constitution** do not apply.

15.4 During the Transition Period, the annual membership fees detailed in Articles 6.1.4 and 6.9 of this **Constitution** do not apply to any **Member** referred to in Article 15.2 above.

## 16. AMENDMENT TABLE

Section	Previous Version	Summary Of Changes
All	-	New issue of the establishment of Global

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		Accreditation Cooperation Incorporated
All Article 1 Article 5.1.1 (2) Article 5.2.1 (3) Article 15.2	GOV-001 dated 7 October 2024	<ol style="list-style-type: none"><li>1. Reformatted to style of Global Accreditation Cooperation Incorporated.</li><li>2. Insertion of full name of "Global Accreditation Cooperation Incorporated" instead of using an acronym.</li><li>3. Spelling changed to UK English.</li><li>4. Article 1 Definitions of "Global Accreditation Cooperation Incorporated Arrangement" to be defined as "the multilateral recognition arrangement ...". Similarly reflected in Article 5.1.1 (2).</li><li>5. Article 5.2.1 (3) amended to make it clear that any trade must be consistent with the Not-for-Profit purposes of Global Accreditation Cooperation Incorporated.</li><li>6. Article 15.2 revised to allow Global Accreditation Cooperation Incorporated to have more than 4 Members</li></ol>

## SCHEDULE 1: DISPUTE RESOLUTION PROCEDURES

### 1 Person who makes complaint has right to be heard

- 1.1 A **Member**, **Executive Committee Member** or **Officer** who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.
- 1.2 If Global Accreditation Cooperation Incorporated makes a complaint:
  - (1) Global Accreditation Cooperation Incorporated has a right to be heard before the complaint is resolved or any outcome is determined; and
  - (2) an **Executive Committee Member** may exercise that right on behalf of Global Accreditation Cooperation Incorporated.
- 1.3 Without limiting the manner in which the **Member**, **Executive Committee Member**, **Officer** or Global Accreditation Cooperation Incorporated may be given the right to be heard, they must be taken to have been given the right if:
  - (3) they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
  - (4) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
  - (5) an oral hearing (if any) is held before the decision maker; and
  - (6) the **Member's**, **Executive Committee Member's**, **Officer's**, or Global Accreditation Cooperation Incorporated's written statement or submissions (if any) are considered by the decision maker.

### 2 Person who is subject of complaint has right to be heard

- 2.1 This clause applies if a complaint involves an allegation that a **Member**, an **Executive Committee Member**, an **Officer** or Global Accreditation Cooperation Incorporated (the "respondent"):
  - (1) has engaged in misconduct; or
  - (2) has breached, or is likely to breach, a duty under this **Constitution**, the **Bylaws** or under the **Act**; or
  - (3) has damaged the rights or interests of a member or the rights or interests of **Members** generally.
- 2.2 The respondent has a right to be heard before the complaint is resolved or any outcome is determined.
- 2.3 If the respondent is Global Accreditation Cooperation Incorporated, an **Executive Committee Member** may exercise the right on behalf of Global Accreditation Cooperation Incorporated.
- 2.4 Without limiting the manner in which a respondent may be given a right to be heard, a respondent must be taken to have been given the right if:

- (1) the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response; and
  - the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
    - an oral hearing (if any) is held before the decision maker; and
      - the respondent's written statement or submissions (if any) are considered by the decision maker.

### **3 Investigating and Resolving Disputes**

- 3.1 Global Accreditation Cooperation Incorporated must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with this **Constitution**, ensure that the **Dispute** is investigated and resolved.
- 3.2 **Disputes** must be dealt with in accordance with this **Constitution** in a fair, efficient and effective manner.

### **4 Global Accreditation Cooperation Incorporated may decide not to proceed further with the Dispute Resolution Process**

- 4.1 Despite clause 1 of this Schedule 1, Global Accreditation Cooperation Incorporated may decide not to proceed further with the **Dispute** resolution process if:
  - (1) the complaint is trivial; or
  - (2) the complaint does not appear to disclose or involve any allegation of the following kind:
    - (i) that a **Member**, **Executive Committee Member** or an **Officer** has engaged in material misconduct; or
    - (ii) that a **Member**, **Executive Committee Member**, **Officer** or Global Accreditation Cooperation Incorporated has materially breached, or is likely to materially breach, a duty under this **Constitution**, the **Bylaws** or the **Act**; or
    - (iii) that a **Member's** rights or interests or **Members'** rights or interests generally have been materially damaged; or
  - (3) the complaint appears to be without foundation or there is no apparent evidence to support it; or
  - (4) the person who makes the complaint has an insignificant interest in the matter; or
  - (5) the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under this **Constitution**; or
  - (6) there has been an undue delay in making the complaint.

### **5 Global Accreditation Cooperation Incorporated may refer Complaint or Dispute**

- 5.1 Global Accreditation Cooperation Incorporated may refer a complaint or **Dispute** to:
  - (1) a subcommittee or an external person to investigate and report;
  - (2) a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision; or
  - (3) the **Appeals Board**, to investigate and make a decision, to the extent that the complaint or **Dispute** relates to decisions within the **Appeals Board's** delegated authority as outlined in the **Bylaws**.
- 5.2 Global Accreditation Cooperation Incorporated may, with the consent of all parties to a complaint, refer the complaint to any type of consensual **Dispute** resolution (for example, mediation or facilitation).

## 6 Decision makers

- 6.1 A person may not act as decision maker in relation to a complaint if a **Simple Majority** of **Executive Committee Members** consider that there are reasonable grounds to believe that the person may not be:
  - (1) impartial; or
  - (2) able to consider the matter without a predetermined view.