



BYLAWS

WORLD FEDERATION OF PEOPLE MANAGEMENT ASSOCIATIONS

BYLAWS

1. General

1.1 Article 1.1 - Denomination, composition and nature of the federation

- (a) The official name is World Federation of People Management Associations (hereinafter '**WFPMA**').
- (b) The WFPMA is a not-for-profit association independent of any employer, government, union or political organisation.
- (c) The WFPMA is composed of:
 - (i) the African Human Resources Confederation ('**AHRC**');
 - (ii) the Asia Pacific Federation of Human Resource Management ('**APFHRM**');
 - (iii) the European Association for Personnel Management ('**EAPM**');
 - (iv) the Federacion Interamericana de Asociaciones de Gestion Humana ('**FIDAGH**'); and
 - (v) the North American Human Resource Management Association ('**NAHRMA**').
 - (vi) other continental, regional or national people management associations; and
 - (vii) other continental or regional organisations in people management related fields.
- (d) The WFPMA has the following three (3) categories of members:
 - (i) Full Members;
 - (ii) Affiliate Members and
 - (iii) Associate members.

All members will pay fees set by the WFPMA General Assembly as agreed from time to time.

(e) Full members:

In each region, only one (1) federation of national professional people management associations can become a Full Member.

(f) Affiliate members:

National professional people management associations for which there is no present appropriate continental or regional federation may affiliate with the WFPMA, provided they can demonstrate that:

- (i) they are the leading independent professional people management organisation in their country;
- (ii) they have a substantial proportion of the professional HR practitioners in their country in membership;

- (iii) they are of good professional standing and reputation in the field of people management;
- (iv) they can pay the required fees; and
- (v) they demonstrate a commitment to join with other neighbouring countries to form a regional or continental federation in accordance with WFPMA objectives.
- (vi) Affiliate members do not have voting rights.

(g) Associate members:

Other organisations with strong professional international people management involvement, such as world bodies or international federations in related fields, may be accepted into this category from time to time, subject to the approval of the WFPMA board.

- (i) Associate Members will have limited voting rights expressed in one (1) single vote representing the entire Associate Membership. All Associate Members will discuss and agree amongst themselves, in a manner agreed by them, and submit one (1) vote on behalf of the Associate Members group via the Associate Member representative who is elected to the WFPMA Board.
- (ii) The voting rights will exclude any item to be decided by the WFPMA General Assembly or relating to the election of WFPMA Officers.

1.2 **Article 1.2 - Objectives and goals**

The objectives and goals of WFPMA are as follows:

- (a) to improve the quality and effectiveness of professional people management and development, and to enhance the value added from the Human Resources ("HR") profession; by sharing information, knowledge and experience;
- (b) to stimulate and assist in the establishment and development of regional and national people management associations;
- (c) to create and maintain contacts with all WFPMA member associations, as well as with other organisations which have some activity in the same or a similar field;
- (d) to support or represent people management associations where they are related to other world organisations;
- (e) to commission or create, collect and disseminate research that broadens understanding of people management and development issues; and
- (f) to stimulate and encourage the creation, development and growth of HR standards.

1.3 **Article 1.3 - Activities**

To achieve its objectives and goals, WFPMA will carry out activities that will be determined by the General Assembly, and delegated to the Board, and will include the development of a strategic operational plan.

2. Membership

2.1 Article 2.1 - Members' obligations

- (a) All members shall comply with the following obligations:
 - (i) respect the WFPMA Bylaws;
 - (ii) provide the WFPMA, its Board and Officers the necessary support to carry out their WFPFMA duties
 - (iii) pay the membership fees when due each year to the WFPMA;
 - (iv) pay the fee requested for participation in self-financing activities of the WFPMA; and
 - (v) pay any supplementary capital payments up to an annual amount that should not exceed the annual membership fee to cover balance sheet deficits.

2.2 Article 2.2 - Acquisition and loss of membership

- (a) Membership of the WFPMA may only be acquired by bodies, as defined under Article 1.1. There is no legal right to become a member of the WFPMA.
- (b) Bodies that wish to acquire membership should apply to the Secretary General, with proof that they comply with the conditions laid down in these Bylaws.
- (c) Membership must be approved by a two-thirds (2/3) majority of the General Assembly.
- (d) Membership can be suspended or terminated by a two-thirds (2/3) majority decision of the General Assembly for any of the following reasons:
 - (i) if a member no longer complies with the requirements and obligations set out in these Bylaws; or violates any WFPMA policy,
 - (ii) if a member commits any serious infringement of the aims and objectives of the WFPMA or conducts itself in a manner which is materially detrimental to the WFPMA; or
 - (iii) if a member is ninety (90) days or more in arrears with any of its financial obligations to WFPMA; or
 - (iv) for any other reason which the General Assembly considers to be reasonable, having regard to the purpose and objectives of the WFPMA.
- (e) A member shall be notified in writing of the reason for potential suspension or termination of membership and given three (3) months to remedy any infringement which is capable of being remedied. The sanction of suspension or termination will only be applied if the infringement which is capable of being remedied, continues after the expiry of this three (3) month period.
- (f) Where the infringements is deemed sufficiently serious and/or incapable of being remedied, membership may be terminated with immediate effect.

- (g) Any member may withdraw from the WFPMA if it advises its resignation to the Secretary General in writing. The withdrawal may be advised at any time with a notice period of at least six months.
- (h) There is no restitution or refund of fees for membership - in the cases of voluntary or involuntary loss of membership.

3. **Organisation**

3.1 **Article 3.1 - The General Assembly**

- (a) The General Assembly is the supreme body of the WFPMA. The General Assembly will delegate the powers of running the affairs of the WFPMA as appropriate to the Board.
- (b) The General Assembly consists of the followings:
 - (i) the five (5) Officers of the WFPMA, namely the President, Vice President, Immediate Past President, Secretary General and Treasurer;
 - (ii) two (2) representatives from the five (5) Full Members, namely AHRC, APFHRM, EAPM, FIDAGH, and NAHRMA; and
 - (iii) two representatives from each of any subsequent continental or regional federations of national people management associations that become full members;
- (c) Each representative will be entitled to one (1) vote except where two thirds (2/3) of the General Assembly consider there to be a real or potential conflict of interest.
- (d) Affiliate and Associate members may attend the General Assembly Annual Meeting as observers but will have no vote.
- (e) Per legal requirements, the Annual Meeting of the General Assembly will be convened at least once per year by providing a minimum of thirty (30) days' notice. Provisions will be made to facilitate virtual participation in the General Assembly Annual Meeting to the extent possible. The General Assembly can take decisions only on the items on the agenda.
- (f) An Extraordinary meeting of the General Assembly can be convened through a vote of at least half (1/2) of its members, through their representatives, and by providing the Secretary General with at least fourteen (14) days' notice of its intent to call an Extraordinary meeting of the General Assembly.
- (g) The General Assembly shall make decisions on the following points:
 - (i) election of the Officers of the Board and ordinary Board members;
 - (ii) dispensation of leaving Board members;
 - (iii) amendments to the objectives, goals, and Bylaws of WFPMA;
 - (iv) admission of new members; and
 - (v) termination of membership.
- (h) The General Assembly shall decide on all matters by a majority vote of those present (in person or by proxy) at the meeting, subject to a quorum of at least half (1/2) of the members,

through their representatives, being present. This is with the exception of the following where a two thirds (2/3) majority of votes is required

- (i) the admission of new members;
 - (ii) the termination of membership;
 - (iii) the revision of Bylaws, and
 - (iv) the dissolution of the WFPMA.
- (i) A member of the General Assembly may be represented by proxy, either by specific or blank proxy.
 - (j) Voting may take place electronically provided that the vote is received by the Secretary General prior to the date and time published for the Annual or Extraordinary meeting of the General Assembly.
 - (k) The General Assembly may decide to vote on any of the above points (or other decisions) by electronic vote during the course of the year, in lieu of waiting for a formal meeting. Such votes will be sent to the Secretary General and decisions will be decided by a majority or two thirds (2/3) as required, provided that half the members have voted.
 - (l) Minutes shall be kept for each meeting of the General Assembly.
 - (m) The President of the Board shall normally chair all meetings of the General Assembly. In the absence of the President, the meeting shall be chaired by the Vice President, the Secretary General or the Treasurer, in that order.

3.2 Article 3.2 - The Board

- (a) The Board is the executive body of the WFPMA that the General Assembly elects to run the general affairs of the WFPMA.
- (b) The President shall normally chair all meetings of the Board. In the absence of the President, the Board shall be chaired by the Vice President, the Secretary General or the Treasurer in that order.
- (c) The Board is composed as follows:
 - (i) Five (5) Officers of the WFPMA namely the President, Vice President, the Immediate Past President, Secretary General and Treasurer);
 - (ii) Two (2) representatives from the five (5) Full Members who also represent the relevant member at the General Assembly
 - (iii) One (1) Associate Member representative proposed for election alongside all other elected Board Members; and
 - (iv) two representatives from each of any subsequent continental or regional federations of national people management associations that become full members who also represent the relevant member at the General Assembly.
- (d) No more than three (3) members of the Board may be from the same region, either by nationality or domicile, excluding the Officers.

- (e) The Board shall take all decisions and resolve all matters of the WFPMA and insofar the Board itself has not assigned them to any other bodies of the WFPMA. In particular, the Board represents the WFPMA in accordance with the powers conferred to it under these Bylaws.
- (f) The five (5) Officers shall be elected in accordance with Bylaw 3.4.
- (g) The two (2) representatives from the five (5) Full Members shall be selected according to the provisions of these associations.
- (h) The Associate Member representative shall be selected in a manner agreed upon by the Associate themselves.
- (i) The two (2) representatives from each of any subsequent continental or regional federation of national people management associations that become Full members shall be selected according to the provisions of these federations.
- (j) Each Board member will be entitled to one (1) vote except where two thirds (2/3) of the Board consider there to be a real or potential conflict of interest.
- (k) The term of office for all Board positions is two (2) years.
- (l) Board members are limited to a maximum of four consecutive terms of two years each, unless an exception is provided by the General Assembly.
- (m) A Board member who is unable to attend a Board meeting may be represented by a deputy to whom authority to participate and vote may be delegated for that meeting only.
- (n) The nominated officer of the host association organising the next World Congress will be invited to attend all meetings of the Board in a non-voting capacity.
- (o) The Board shall normally meet at least twice a year with one meeting in person. Other meetings may be held on a virtual basis using appropriate technology. Meetings are called by the President at least thirty (30) days in advance. They must be called within twenty (20) days if four (4) Board members including the Treasurer or Secretary General request it.
- (p) The Board shall decide on all other matters that have been delegated to them by the General Assembly, by a majority vote of those present subject to a quorum of at least half the members being present
- (q) Board members must manage, or supervise the management of, the activities and internal affairs of the WFPMA and are authorised by the General Assembly to exercise all the powers of the WFPMA and do all such acts and things as the WFPMA may exercise and do.
- (r) In addition to the right of the General Assembly to remove a member of the Board by an ordinary resolution at any time and for any reason, the Board may remove a Board member by a majority vote of two-thirds (2/3) of the Board present at a meeting of the Board if
 - (i) the member of the Board no longer qualifies under applicable law to hold office as a member of the Board by reason of incapacity or bankruptcy, or
 - (ii) the member of the Board has failed in his or her duty to act honestly and in good faith with a view to the best interests of the WFPMA, or

- (iii) The member of the Board has failed to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

3.3 **Article 3.3 - Committees**

- (a) Board members may appoint one or more committees consisting of such Board members, or a combination of Board members and representatives of the Full Members as they think fit and may delegate to any such committee between meetings of the Board such powers of the Board subject to such conditions as may be prescribed in such resolutions. Specialist advisors who are not members may be appointed to such committees by approval of the WFPMA Board.
- (b) Unless the Board specifies otherwise by resolution, committees are advisory only. The Board has the power at any time to revoke or override any authority given to or acts to be done by any such committees, except as to acts done before such revocation or overriding, and to terminate the appointment or change the membership of a committee and to fill vacancies on it.
- (c) All committees so appointed must keep electronic minutes of their meetings and must provide reports to the Board as requested.

3.4 **Article 3.4 - Officers**

- (a) The Officers of the WFPMA are the President, Vice President, Immediate Past President, Secretary General and Treasurer. Under normal circumstances, the presidency shall rotate among the five Full Members in sequence, as follows AHRC, APFHRM, FIDAGH, EAPM, NAHRMA.
- (b) The Officers, other than Immediate Past President, are elected at the Annual Meeting of the General Assembly by a majority vote of those present, for a term of two years. Only representatives of Full members are eligible to stand for election as Officer.
- (c) All General Assembly members and Board members assume office at the end of the Annual Meeting of the General Assembly, unless they leave or a replacement is proposed by their regional federation during that period.
- (d) The Officers shall have the power to:
 - (i) prepare the agenda for Board meetings;
 - (ii) submit to the Board the annual report and accounts;
 - (iii) submit to the Board, for consideration and approval, a working program covering a specific period;
 - (iv) submit to the Board such other recommendations or proposals as may be appropriate;
 - (v) deal with matters not specifically assigned to Board members in a manner consistent with the agreed aims, objectives and policies of the WFPMA;
 - (vi) recommend new members; and
 - (vii) consider and resolve any questions or disputes related to Affiliate membership applications.

3.5 **Article 3.5 - Secretary General**

- (a) A member of the WFPMA elected by the Board shall serve as the Secretary General.
- (b)
- (a) The responsibilities of the Secretary General are to oversee the secretariat in performing the following:
 - (i) working with the President to develop the agenda and materials for Board meetings and notify Board members of such;
 - (ii) maintaining organisational records including minutes of meetings, bylaws and other legal documentation;
 - (iii) managing logistics for on-site board meetings and teleconferences;
 - (iv) managing website vendor to keep website regularly updated;
 - (v) sending communications to members on behalf of the President and Treasurer;
 - (vi) responding to inquiries from members and non-members as they relate to applications for membership, including correspondence with potential members and related organisations;
 - (vii) managing the World Congress Contract process;
 - (viii) liaising and providing support to the biennial World Congress; and
 - (ix) providing support in the 'Georges Petitpas' award selection process.

3.6 **Article 3.6 - Treasurer**

- (a) A member of the WFPMA elected by the Board shall serve as the Treasurer.
- (b) The term of office of the Treasurer is two (2) years.
- (c) The responsibilities of the Treasurer are the following:
 - (i) manage the WFPMA bank accounts - one Canadian Dollar account and one US Dollar account;
 - (ii) pay cheques through a selected e-banking system, manage relationship with banks, and manage investments;
 - (iii) prepare and distribute Treasurer's reports for Board meetings; and
 - (iv) collect membership fees.

4. **Conflicts of interest**

- 4.1 Every Board member and member of the WFPMA who is, directly or indirectly, interested in a proposed contract or transaction with the WFPMA, or in a matter that is or is to be the subject of the consideration by the Board which could result in the creation of a conflict with the Board member's duty to the WFPMA, must disclose fully and promptly the nature and extent of the interest or conflict by a notice or statement in writing, which such Board member must deliver to the Secretary General

or raising this during the meeting and recusing themselves if the potential conflict arises during a Board meeting.

5. Finance

5.1 Article 5.1 - Costs and liability

- (a) The costs of the WFPMA will be covered by the membership fees.
- (b) The assets of the WFPMA shall be liable for the WFPMA's debts. Such liability shall be exclusive. However, supplementary capital payments up to an annual maximum amount that should not exceed the annual membership fee per member shall be charged if necessary to cover balance sheet deficits.
- (c) Costs of participation in meetings of the Board or Officers are, in principle, covered by the member Federation or Association the Board member or Officer represents.
- (d) The costs associated with the Petitpas Award and the WFPMA website are covered by the WFPMA. Activities, such as conferences, seminars, study trips, etc, must be self-financing, and no financial commitment can be attached to the WFPMA in respect of such activities except with specific prior approval of the Board.
- (e) The WFPMA will not be held liable for any costs incurred in its name except with specific prior approval of the Board.
- (f) The WFPMA shall, indemnify every person who has been, is now, or is in the future a Board member, Officer, senior manager, or agent of the WFPMA and their successors and legal representatives against all expenses. This includes an amount paid to settle an action or satisfy a judgment, that they actually and reasonably incur in a civil, criminal or administrative action or proceeding to which they are subject by reason of being or having been a Board member, Officer, employee or agent of the WFPMA, including an action brought by the WFPMA or a subsidiary of the WFPMA.

5.2 Article 5.2 - Insurance

The Board may cause the WFPMA to purchase and maintain insurance for the benefit of any person who is or was serving as a Board member, Officer, employee or agent of the WFPMA or any other entity, their successors and personal representatives, against any liability incurred by them as such Board member, Officer, employee or agent.

5.3 Article 5.3 - Auditor

The members may appoint an auditor or authorise a review arrangement with the accountants if the Association is eligible to do so, at each annual meeting of the General Assembly for a term of office of one (1) year (which appointment may be renewed thereafter). The auditor or accountant shall certify WFPMA's annual accounts and provide the Board with a detailed report on the results of WFPMA activities, together with a proposal for approval. The auditor or accountant shall not be a Board member, Officer or a member of the WFPMA but can otherwise be a member of a national association which is not a direct member of the WFPMA.

5.4 Article 5.4 - Remuneration

All persons serving the WFPMA shall do so without compensation. Reasonable expenses may be reimbursed if authorised in advance by the Board.

6. Revision of bylaws and dissolution of the WFPMA

6.1 Article 6.1 - Bylaws

- (a) Any Board member has a right to propose a total or partial revision of the Bylaws. Any request for a revision should be submitted with an unabridged written text at least thirty (30) days before the next Board meeting. A decision on such a revision requires a majority of two-thirds (2/3) of the Board and must be approved by the General Assembly in accordance with the provisions contained in the Bylaws in effect as at the date of the proposal.
- (b) Members are entitled to a copy of the bylaws free of charge.

6.2 Article 6.2 - Dissolution

The same procedure as described in Article 6.1 shall apply in respect of dissolution of the WFPMA.

7. Official language

The official language of the WFPMA is English.

8. Registered address jurisdiction

- (a) The WFPMA's domicile is in Vancouver, British Columbia, Canada

The WFPMA's registered seat address is: 1800 – 1095 West Pender Street, Vancouver, BC Canada, V6M 3C2
- (b) The place of jurisdiction for all matters arising between members and the WFPMA shall be Vancouver, British Columbia, Canada. WFPMA shall, however, be entitled to pursue its members at their registered address.

(Bylaws approved 13 June 2026)