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**Operational Guidelines  
for the Management Committee  
of PestNet**

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### 1 Definitions

- (1) In these Guidelines:

**Board** means the Board of Trustees of the organisation, including holders of the offices of Chairperson, Deputy Chairperson, General Secretary and Treasurer, and the moderators of the organisation.

**Constitution** means the instrument under which the organisation was made on 21 June 2000 in Suva, in accordance with the *Charitable Trusts Act of Fiji* (Cap. 67).

**Management committee** means the committee, comprising moderators and any trustee or member of the organisation co-opted from time to time, established by the Board of Trustees under article 15 of the Constitution.

**Member** means a member of the organisation.

**Moderator** means a member of the Board of the organisation who has the authority to approve membership of, or remove members from, the organisation and vet emails from members before posting them online for all members.

**Operational Guidelines** mean these Guidelines, determined by the **Management Committee** on 12 March 2006, which are to be read in conjunction with the Constitution attached to the instrument of incorporation of the organisation.

**Organisation** means PestNet, incorporated on 21 June 2000 under the *Charitable Trusts Act of Fiji* (Cap. 67).

### 2 Membership

- (1) As provided by Article 6 of the Constitution, a person may become a member of the organisation by application only.
- (2) The person may commence contributing to email exchanges among members of the organisation after a moderator has approved an application to subscribe.
- (3) A member may relinquish membership of the organisation at any time by sending an email to do so; and a person who has relinquished membership cannot send any further emails.
- (4) If a member is subsequently found not to be a bona fide member, the Management Committee may, by resolution, revoke that person's membership of the organisation. Persons who are not bona fide members include those whose emails bounce when contacted by a moderator to re-validate their details.

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- (5) A person whose membership is revoked under clause (4) shall be notified of the decision by email from a moderator.

### **3 Members' liabilities**

- (1) A member of the organisation, other than the Board, does not sustain any liability arising from any debts or costs, charges and expenses that may be incurred by the organisation in carrying out its business.

### **4 Insurance**

- (1) The organisation may effect and maintain insurance, particularly in relation to professional indemnity.

### **5 Common seal**

- (1) The Board authorises the Management Committee to affix the common seal of the organisation to any document it considers appropriate to the performance of the work of the organisation. The affixing of the common seal must be attested by the signatures of any 2 members of the Management Committee. A sample page for the affixing of the common seal is at Appendix 1.

### **6 Custody of books**

- (1) Except as otherwise provided by these Guidelines, the Chairperson and the Treasurer of the management committee must keep in their control all records, books and other documents relating to the organisation.

### **7 Inspection of books**

- (1) The records, books and other documents of the organisation are open to inspection by any member of the **Board**. If project funding agencies so require, the Management Committee will ensure that relevant accounts are audited.

### **8 Notices**

- (1) As provided by Article 8 of the Constitution, and for the purpose of these Guidelines, a notice may be given to or served on a person:
- (a) by delivering it to the person personally, or

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- (b) by sending it by pre-paid post to the address of the person, or
  - (c) by sending it by email or fax or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (2) For the purpose of these Guidelines, a notice is taken to have been given or served:
- (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, or
  - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, or
  - (c) in the case of a notice sent by email or fax or some other form of electronic transmission, on the date it was sent, or if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

### **9           Alteration of Guidelines**

- (1) These Guidelines may be altered, rescinded or added to only by a decision of the Board of Trustees.

### **10          Powers and functions of the management committee**

- (1) The Management Committee:
- (a) is to control and manage the affairs of the organisation, and
  - (b) may exercise all such functions as may be exercised by the organisation, other than those functions that are to be exercised by the Board, and
  - (c) has the power to perform all such acts and do all such things as appear to the Management Committee to be necessary or desirable for the proper management of the affairs of the organisation; and
  - (d) may enter into project funding agreements with other agencies; and
  - (e) shall ensure that correct books and accounts are kept, showing the records and financial affairs of the organisation, including notices given or served, decisions by resolution, minutes of meetings and full details of all receipts and expenditure connected with the activities of the organisation.

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### **11 Delegation by the management committee to sub-committee**

- (1) The Management Committee may, by notice in writing, delegate to a sub-committee (consisting of a moderator and other co-opted members as the Committee thinks fit) the exercise of such of the functions of the committee as are specified in the notice, other than:
  - (a) this power of delegation, and
  - (b) a function which is a duty imposed on the Management Committee by these Guidelines.
- (2) A function the exercise of which has been delegated to a sub-committee may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation to a sub-committee may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the notice.
- (4) Despite any delegation to a sub-committee, the Management Committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation has the same force and effect as it would have if it had been done or suffered by the Management Committee.
- (6) The Management Committee may, by notice in writing, revoke wholly or in part any delegation to a sub-committee.
- (7) A sub-committee may meet and adjourn, as it thinks proper.

### **12 Meetings**

- (1) The Management Committee must meet as it sees fit, preferably once in each period of 12 months at such place and time as determined.
- (2) Any member of the Management Committee may convene an additional meeting of the Management Committee.
- (3) At a meeting of the Management Committee:
  - (a) the Chairperson or, in the Chairperson's absence, the Deputy Chairperson is to preside, or
  - (b) if the Chairperson and the Deputy Chairperson are absent or unwilling to act, the meeting is to be dissolved.

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- (4) A member of the Management Committee must give notice in writing of a meeting of the Management Committee to other members of the Management Committee.
- (5) At a meeting of the Management Committee, in addition to any other business which may be transacted, the business is to include the following:
  - (a) to confirm the minutes of the last meeting and of any general meeting held since that meeting,
  - (b) to receive reports from the Chairperson, Secretary and Treasurer, on the activities of the organisation since the last meeting,
  - (c) to elect office-bearers of the Management Committee,
  - (d) to receive and consider the financial statement of accounts.

### 13

#### Quorum

- (1) Noting Article 5 of the Constitution requires a Board of at least 4 members, three members of the Management Committee shall constitute a quorum for the transaction of the business of a meeting of the Management Committee.
- (2) For purposes of efficiency, if 3 members of the Management Committee are present, including the Chairperson and any 2 others of the Deputy Chairperson, Secretary or Treasurer, a meeting of the Board may be convened to transact business normally considered by the Board.
- (3) No business is to be transacted by the Management Committee unless a quorum is present, and if a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to stand adjourned to the same place and at the same hour of the next day.
- (4) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.

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#### Voting and decisions

- (1) Questions arising at a meeting of the Management Committee or of any sub-committee appointed by the Management Committee are to be determined by a majority of the votes from a show of hands of members of the Management Committee or sub-committee (or some other method if a decision is to be made electronically).

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- (2) Each member of the Management Committee or a sub-committee (including the person presiding at the meeting) is entitled to one vote, but in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Any act or thing done or suffered, or purporting to have been done or suffered, by the Management Committee or a sub-committee is valid and effectual.

### **15 Funds – source**

- (1) The funds of the organisation are to be derived from project funding agreements and donations and, subject to any resolution passed by the Board, such other sources as the Management Committee determines.
- (2) All money received by the organisation must be deposited as soon as practicable without deduction to the credit of the organisation's bank account, unless funding agencies require separate accounts to be opened.
- (3) The Management Committee must, as soon as practicable after receiving any money, update relevant books of accounts.

### **16 Funds – use**

- (1) Subject to any resolution passed by the Board, the funds of the organisation are to be used in pursuance of the objects of the organisation in such manner as the Management Committee determines.
- (2) Funds are to be used for the purpose they are provided. In this regard, the Management Committee is to focus on maintenance of the website and implementation of approved projects. This is expected to take 60 per cent of the Management Committee's time.
- (3) In addition to operational functions such as administration and communication, which is expected to take 20 per cent of the Management Committee's time, the objects of the organisation may be furthered by seeking additional funding, which should take no more than 20 per cent of the Management Committee's time.
- (4) Any money received by the organisation from a funding agency shall be expended in accordance with project agreements, including reporting and acquittal of use.

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### **17 Funds – management**

- (1) Any 2 members of the Management Committee who are so authorised by the Board must approve all cheques, drafts, bills of exchange, promissory notes and other negotiable instruments.
- (2) The funds of the organisation are not to be used for personal purposes, or any expenditure that has not received prior approval of the Management Committee.
- (3) Subject to Article 14 of the Constitution, any surplus funds of the organisation at the end of a financial year are not to be distributed to members. If used, such funds are to be applied to furthering the objects of the organisation, including activities that improve the efficiency and effectiveness of the work of the organisation.
- (4) Subject to Article 14 of the Constitution, any deficit of the organisation at the end of a financial year shall be carried over, unless the Management Committee decides to reduce such deficit by contribution of an amount that is so agreed.

### **18 Funds – fee for work**

- (1) With effect from 12 March 2006, the organisation will retain a percentage of fees for undertaking work;
  - (a) 10 per cent of fees where the daily fee is above US\$100;
  - (b) nil per cent of fees where the daily fee is less than US\$100.

### **19 Funds – reimbursements**

- (1) Any member of the Management Committee who incurs expenses may be reimbursed by the organisation, subject to the presentation of receipts that are approved by 2 other members of the Management Committee.
- (2) With effect from 12 March 2006, a per diem shall be paid to a member of the Management Committee who is performing any work for the organisation at a location that is other than the place of residence of that person. A per diem shall at the rate entitled by that organisation. If there is no such rate, then a per diem will be paid on an “actual and reasonable” basis.
- (3) A per diem is to cover the cost of meals, accommodation and incidentals, including but not limited to ground transport such as taxis or mileage to and from airports, fax and phone calls, and departure taxes.
- (4) The cost of airfares, including taxes on air tickets, shall be reimbursed on presentation of the used air ticket.

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- (5) If a member of the Management Committee is performing work for the organisation, and the cost of airfare or per diem (including ground transport, meals or accommodation) are being met by a third party, the member will not be reimbursed for the airfare, or the per diem shall be reduced by such amount equivalent to the cost of the item paid for by the third party.
- (6) Claims for reimbursement of any other expenditure will require the presentation of a written justification, including all relevant receipts. Reimbursement of such claims will be subject to agreement of the Management Committee.
- (7) All claims shall be processed as soon as possible on receipt. Ideally, these shall be no later than 2 weeks from the date a claim is received, and reimbursements shall be made soon thereafter, but no later than 2 weeks after the date a claim is approved, but they will be dependent on payment by the third party.

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### **Resolution of disputes**

- (1) Disputes among members of the Management Committee are to be resolved through oral or written discussion, and failing this, shall be referred to a special general meeting of the Management Committee.
- (2) In the event a special general meeting is unable to resolve a dispute, such matter shall be referred to the Board, or for mediation or arbitration.

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### **Complaints**

- (1) A complaint may be made orally or in writing by any member of the Management Committee that another member:
  - (a) has persistently refused or neglected to comply with a provision or provisions of these Guidelines, or
  - (b) has persistently or wilfully acted in a manner prejudicial to the interests of the organisation.
- (2) On such a complaint being made, the Management Committee:
  - (a) must cause notice of the complaint to be served on the member concerned; and
  - (b) must give the member concerned at least 14 days from the date of the notice to make submissions to the Management Committee in connection with the complaint, and
  - (c) must take into consideration any submissions made by the member concerned in connection with the complaint.

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- (3) The Management Committee may, by resolution, suspend the member concerned from membership of the organisation if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.
- (4) If the Management Committee decides to suspend the member concerned, it must determine a period of suspension commensurate with the seriousness of the complaint. The Chairperson, or Deputy Chairperson if the member concerned is the Chairperson, must convey the decision of the Management Committee to the member concerned, and the reasons for the decision.

## Appendix 1

### Sample page for affixing of the common seal

The common seal of PestNet  
was affixed to this document by:

\_\_\_\_\_  
Name of Management Committee Member

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

In the presence of:

\_\_\_\_\_  
Name of Management Committee Member

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date