

WORK ORGANIZATIONAL AND INDUSTRIAL PSYCHOLOGISTS' ASSOCIATION

GOVERNANCE AND DECISION-MAKING POLICY

1. Purpose

This Policy establishes a clear, transparent and accountable framework for governance and decision-making within the Work Organizational and Industrial Psychologists' Association (the "Association"). It clarifies the authority of the General Assembly, Board of Directors, Audit Board, advisory and operational structures; sets approval and documentation requirements; and governs the delegation of authority.

The Policy is intended to ensure that strategic, financial, programmatic, contractual and operational decisions are made by the appropriate body or authorized person, are consistent with the Association's mission and approved resources, and remain subject to effective oversight.

2. Scope

This Policy applies to:

- The General Assembly, Board of Directors and Audit Board in the exercise of their respective functions;
- The Advisory Board, Secretary General, committees, commissions and working groups;
- Employees, project personnel, researchers, consultants, volunteers and authorized representatives;
- Persons responsible for budgets, banking, procurement, contracting, grant management, program approval, recruitment, reporting or representation; and
- Branches and representative offices where applicable, subject to the Bylaws and any specific decisions governing them.

3. Governing Hierarchy and Interpretation

Governance and decision-making must comply with, in descending order of authority: mandatory law; the Association's Bylaws; valid decisions of the General Assembly; this Policy and other approved internal policies; valid decisions of the Board of Directors; donor, grant and contractual obligations; and written delegations or operational procedures.

This Policy supplements but does not amend the Bylaws. A decision or delegation under this Policy may not transfer a power reserved by law or the Bylaws to the General Assembly or another body. In the event of inconsistency, the higher-ranking instrument prevails.

4. Governance Principles

- Mission and public benefit: Decisions must advance the Association's purposes and serve organizational and public benefit rather than private interests.
- Legality and authority: Every decision must be taken by a body or person with valid authority.
- Accountability: Delegation of implementation does not remove the oversight responsibility of the delegating body.
- Transparency and documentation: The rationale, authority, approvals and material supporting information must be recorded.
- Participation and informed judgment: Decision-makers must receive sufficient and timely information and may seek relevant expertise.
- Financial prudence: Decisions must consider affordability, sustainability, restrictions on funds and value for money.

- Risk proportionality: The level of review must reflect financial, legal, safeguarding, ethical, reputational and program risk.
- Independence and conflicts: Conflicts of interest must be disclosed and managed under the Conflict of Interest Policy.
- Segregation of duties: Initiation, approval, payment and review functions should be separated where reasonably possible.
- Timeliness: Routine decisions should be made without unnecessary delay, while urgent decisions remain subject to documentation and later oversight.

5. Governance Structure and Roles

5.1 General Assembly

The General Assembly is the Association's highest decision-making body. It exercises all powers assigned to it by applicable law and the Bylaws and all powers not assigned to another body.

5.2 Board of Directors

The Board of Directors is responsible for governing, representing and administering the Association between General Assembly meetings. It implements General Assembly decisions, prepares budgets and reports, oversees programs and finances, approves matters within its authority and may authorize members or third persons to represent the Association.

5.3 Audit Board

The Audit Board independently examines whether the Association's activities, books, accounts and records comply with the Bylaws, applicable requirements and approved decisions. It reports to the Board and the General Assembly and may request that the General Assembly be convened where necessary.

5.4 Advisory Board

The Advisory Board provides strategic, long-term and technical advice. Its recommendations are non-binding unless formally adopted by the Board of Directors or General Assembly within their respective authority.

5.5 Secretary General and operational roles

Where appointed, the Secretary General coordinates administrative and financial affairs, staff, committees, reporting and institutional relations under the direct responsibility of the Board. Employees, project leads and other officers exercise only the authority assigned through role descriptions, contracts, budgets, project documents or written delegations.

5.6 Committees and working groups

The Board may establish committees, commissions or working groups for advice, implementation, selection, review or monitoring. Unless expressly authorized by the Board and permitted by the Bylaws, such structures do not possess independent authority to bind the Association or commit funds.

6. Matters Reserved to the General Assembly

Matters reserved to the General Assembly include, without limitation:

- Electing and supervising the Association's bodies and deciding on their discharge or removal where applicable;
- Amending the Bylaws and deciding on dissolution and liquidation;
- Reviewing and approving the budget prepared by the Board, either as submitted or with amendments;
- Reviewing and approving regulations concerning the Association's activities where required by the Bylaws;
- Authorizing the purchase or sale of immovable property and other matters expressly subject to General Assembly authorization;
- Deciding on branches, federations, foundations and international organizational memberships or activities where reserved by the Bylaws;
- Determining remuneration, allowances and travel entitlements of elected bodies where applicable;
- Reviewing Board and Audit Board reports and deciding appeals assigned to it; and
- Deciding any matter assigned exclusively to it by law or the Bylaws.

7. Matters Reserved to the Board of Directors

Subject to matters reserved to the General Assembly, the following decisions require formal Board approval unless a narrower delegation is expressly permitted by this Policy:

- Annual or periodic work plans, organizational priorities and implementation arrangements;
- Preparation of the budget, implementation of the approved budget and material budget revisions within lawful authority;
- New programs, research projects, grant applications, partnerships and commitments creating material obligations;
- Major or unbudgeted expenditure, borrowing and significant procurement or contracting decisions;
- Banking arrangements, authorized signatories, income-collection authority and financial-control procedures;
- Appointment, removal or material change in the authority of the secretary general, focal points, committee chairs, project coordinators and authorized representatives;
- Recruitment, consultancy and project appointments not validly delegated under an approved structure and budget;
- Adoption and material revision of internal policies and procedures, except instruments reserved to the general assembly;
- Acceptance of material restricted funding and approval of donor or grant obligations;
- Approval of year-end financial statements, operating-account statements, annual declarations and organizational reports prior to submission;
- Membership admissions and expulsions as provided in the bylaws;
- Related-party transactions and conflict-management decisions requiring board action;
- Commencement or settlement of material legal proceedings; and
- Any decision with significant legal, financial, ethical, safeguarding, reputational or strategic implications.

8. Board Meetings and Decision Process

8.1 Frequency and calling meetings

The Board ordinarily meets once each month, with twelve scheduled meetings planned per year. Additional meetings may be called by the Chair or as otherwise required by the Bylaws, urgent organizational needs or the request of Board members.

8.2 Agenda and papers

The Board Secretary prepares the agenda with the Chair. Members should receive the agenda and material decision papers at least three business days before a regular meeting, except where urgency makes this impracticable. Papers should identify the decision requested, responsible owner, relevant authority, financial impact, funding source, principal risks, alternatives and recommended action.

8.3 Quorum, voting and participation

No decision may be taken unless the quorum required by applicable law and the Bylaws is present. Unless a different rule is required by law or the Bylaws, decisions are made by a simple majority of disinterested principal members present and entitled to vote. Substitute members participate with voting authority only when lawfully called to replace a principal member or when the Bylaws or a valid decision permits.

Remote participation and written decisions may be used only to the extent permitted by applicable law and the Bylaws, and the decision must be entered into the Decision Book in the required form.

8.4 Conflict declarations

At the beginning of each meeting, members must be invited to disclose conflicts relating to the agenda. A conflicted member must not receive unnecessary confidential material, influence the discussion or vote. The disclosure and recusal must be recorded.

8.5 Minutes and Decision Book

Board decisions must be entered in chronological and numerical order in the official Decision Book and signed by the members attending as required. The record should identify the meeting date, participants, agenda item, authority, key considerations, decision, voting result, conflicts and recusals, responsible person, budget or funding source, deadline and any reporting requirement.

9. Decision Preparation and Approval Workflow

1. Identify the decision and confirm the body or person with authority.
2. Prepare proportionate supporting information, including objectives, options, budget, funding source, risks, compliance requirements and recommendation.
3. Complete any required conflict-of-interest disclosure, due diligence, procurement or legal review.
4. Obtain the required approval before committing the Association, except under the documented emergency procedure.
5. Record the decision and any conditions, delegation, financial limit, responsible person and reporting deadline.
6. Implement the decision within the approved scope and maintain supporting records.
7. Report results, variances, risks and material changes to the appropriate oversight body.
8. Escalate the matter for renewed approval if the scope, budget, risk or contractual obligation changes materially.

10. Delegation of Authority

The Board may delegate defined administrative, programmatic, financial or representational authority to a Board member, Secretary General, employee, project coordinator, committee or other competent person. Delegation must be written, specific, time-limited or reviewable, and recorded in the Delegation Register.

- Delegation may not include a power reserved to the General Assembly or a non-delegable responsibility imposed by law or the Bylaws.
- A delegation must state the purpose, decision types, financial limit, duration, reporting obligation and whether sub-delegation is permitted.
- Delegated authority must be exercised only within approved budgets, contracts, project documents, policies and donor conditions.
- The delegate must disclose conflicts, maintain records and report material issues or deviations.
- The Board remains accountable for oversight and may amend, suspend or revoke a delegation at any time.
- Silence, customary practice, access to a bank account or possession of organizational documents does not by itself constitute authority.
- A delegate may not approve their own appointment, compensation, payment, reimbursement, timesheet or conflict-management arrangement.

11. Financial Decision-Making and Controls

11.1 Budget

The Board prepares the annual or periodic budget and submits it to the General Assembly for final approval. Following approval, the Board is responsible for implementation, monitoring and reporting. Donor-restricted funds must be tracked separately by project, grant or restriction.

11.2 Expenditure approvals

Routine budgeted expenditure may be approved under the written limits in Appendix A. Major expenditure, unbudgeted expenditure, related-party expenditure and expenditure involving significant legal or reputational risk require Board approval.

An expenditure is considered major where it:

- Exceeds the monetary threshold set annually by the Board;
- Is outside the approved budget or requires a material reallocation;
- Creates a multi-year, recurring or substantial contractual commitment;
- Involves borrowing, security, immovable property or a restricted fund;
- Is a related-party transaction or presents a conflict-of-interest concern; or
- Could reasonably create material legal, ethical, safeguarding, reputational or operational risk.

11.3 Segregation and dual control

- The person requesting or verifying an expenditure should not be the sole approver or payer.
- No person may approve their own payment, reimbursement, timesheet or contract.
- Bank and payment authorization should require two authorized persons whenever reasonably practicable.

- The Treasurer or named financial responsible person verifies budget availability, documentation and restrictions before payment.
- Payments must be supported by invoices, receipts, contracts, deliverables or other appropriate evidence.
- Material exceptions must be documented and reported to the Board.

11.4 Budget monitoring

The Treasurer or named financial responsible person provides the Board with periodic budget-to-actual information, cash position, restricted-fund status, material commitments and expected variances. Material adverse variances or funding gaps must be escalated promptly.

12. Program, Project and Grant Approval

A new program, research project, grant application or funded partnership requiring Board approval should be supported by a proportionate concept and decision file addressing:

- Alignment with the Association's purpose, strategy and public-benefit commitments;
- Target population, objectives, expected outputs and outcomes;
- Implementation plan, responsible lead and required expertise;
- Full budget, funding source, co-financing and sustainability implications;
- Monitoring, evaluation, reporting and record-keeping requirements;
- Legal, ethical, research, data-protection, safeguarding and reputational risks;
- Partner, donor and supplier due diligence where relevant;
- Conflicts of interest and independence considerations; and
- Conditions for approval, amendment, suspension or closure.

Once approved, routine implementation may be delegated to the project lead within the approved scope and budget. Material changes to objectives, beneficiaries, duration, total budget, donor restrictions, risk profile or contractual obligations must be returned to the Board or other competent authority for approval.

13. Contracts, Partnerships and Representation

- Only persons authorized by the Board may sign contracts, grant agreements, memoranda, official commitments or representations that bind the Association.
- The Board decision should identify the authorized person, document, scope, duration and any conditions.
- Material contracts and partnerships require proportionate review of legal terms, financial obligations, termination rights, intellectual property, data protection, publicity, liability, safeguarding and donor requirements.
- No person may make a commitment beyond their delegated authority or represent personal views as an official Association position.
- Official public statements on sensitive, strategic or policy matters require authorization from the Chair, Board or another person expressly designated by the Board.

14. Recruitment, Consultants and Volunteer Appointments

Appointments must be based on role requirements, merit, competence, fairness, affordability and documented selection. The approving authority must verify the budget, contract terms, supervision and any conflict of interest.

- Material or senior appointments require Board approval unless expressly delegated.
- Selection panel members must disclose relationships with candidates and recuse themselves where necessary.
- The person proposing an appointment may provide information but must not be the sole decision-maker where a close relationship exists.
- Changes to compensation, scope, duration or reporting lines must be approved at the level required for the original appointment or a higher level.

15. Policy Adoption and Controlled Documents

Internal policies and procedures are approved by the Board unless the Bylaws reserve the relevant regulation to the General Assembly. Each controlled document should state its owner, approval authority, version, effective date, review cycle and responsible implementation role.

The Board Secretary or Governance and Compliance Focal Point maintains the policy register and ensures that superseded versions are archived and current versions are communicated to relevant persons.

16. Emergency and Urgent Decisions

Where delay would create a serious risk to safety, legal compliance, assets, funding, operations or reputation, the Chair and one other authorized Board officer may take a temporary decision within the emergency financial and subject-matter limits approved in Appendix A.

- The decision must be necessary, proportionate and within any mandatory legal restrictions.
- The reasons, alternatives considered, financial impact and persons consulted must be recorded promptly.
- No emergency decision may amend the Bylaws, dissolve the Association or exercise another power reserved to the General Assembly.
- The decision must be submitted to the next Board meeting for ratification, amendment or termination.
- Use of the emergency procedure must not become a substitute for regular governance.

17. Records, Transparency and Retention

Decision records must be complete, accessible to authorized reviewers and retained for the period required by law, the Bylaws, donor conditions and organizational practice. Official books, financial documents, contracts, approvals, delegation records, conflict disclosures, program files and reports must be maintained in an organized physical or electronic system.

Confidential, personal, privileged or sensitive information must be access-controlled. Transparency does not require disclosure of information that must be protected by law, contract, research ethics or legitimate privacy interests.

18. Oversight, Reporting and Assurance

- The Board reviews financial and program performance at regular meetings and follows up on material variances and risks.
- The Treasurer or financial responsible person reports on income, expenditure, cash, restrictions and commitments.
- Project and activity leads report against approved objectives, budgets, timelines and donor obligations.
- The Board Secretary monitors decision, action and delegation records.
- The Audit Board conducts its independent review at intervals not exceeding one year and reports its findings.
- The General Assembly receives the reports and exercises the review and approval powers assigned to it.
- The Board may commission independent financial, legal, governance or program review where appropriate.

19. Non-Compliance and Escalation

A decision taken without authority, required approval, adequate disclosure or mandatory documentation must be reported promptly to the Chair, Board Secretary or Governance and Compliance Focal Point. The Board must assess whether to ratify, reverse, suspend or remediate the decision, subject to law, the Bylaws and third-party rights.

- Authority may be suspended or revoked;
- Payments or implementation may be paused;
- Additional review, training or corrective controls may be required;
- Losses or improperly paid amounts may be recovered where lawful;
- Contractual, disciplinary, membership or governance procedures may be initiated; and
- Donors, auditors, regulators or competent authorities may be informed where required.

20. Effectiveness

This policy enters into force upon the approval of the Board of Directors and is implemented by all members and employees.

Appendix A — Authority and Approval Matrix

This matrix must be read together with the Bylaws, applicable law, approved budgets, donor conditions, signatory resolutions and the Conflict of Interest Policy. Monetary thresholds shown in brackets must be completed by Board decision and reviewed annually.

Decision / transaction	Approval authority	Implementation / signature	Minimum record
Annual or periodic organizational budget	General Assembly, following preparation and submission by the Board	Board of Directors	General Assembly minutes and approved budget
Annual work plan and organizational priorities	Board of Directors	Chair / Vice Chair and responsible lead	Board decision and work plan
New program, research project or grant application creating material obligations	Board of Directors	Authorized representative and project lead	Concept note, budget, risk review and Board decision
Routine implementation within an approved program and budget	Delegated project or activity lead within written limits	Project lead	Activity file and periodic report
Routine budgeted expenditure up to TRY [A]	Delegated dual approval: Treasurer plus Chair or Vice Chair	Authorized bank/signatory persons	Invoice/supporting documents and approval trail
Budgeted expenditure above TRY [A] or classified as major	Board of Directors	Authorized signatories	Board decision, supporting quotations/justification and payment records
Any unbudgeted expenditure, except approved emergency expenditure	Board of Directors	Authorized signatories	Board decision and budget-impact note
Emergency expenditure up to TRY [B]	Chair and Treasurer jointly, subject to ratification at the next Board meeting	Authorized signatories	Written emergency justification and ratification decision
Budget reallocation within approved total and donor rules up to [C]%	Board of Directors or delegated authority stated in the annual budget resolution	Treasurer / responsible project lead	Budget revision note and approval
Material change to total budget or matter reserved to General Assembly	General Assembly	Board of Directors	General Assembly decision
Contract, memorandum of understanding or partnership with material legal, financial or reputational obligations	Board of Directors	Persons expressly authorized by Board resolution	Due diligence, final agreement and Board decision
Routine operational contract within approved budget and delegated limit	Authorized officer within written delegation	Authorized officer	Contract file and delegation reference
Borrowing or credit transaction	Board of Directors, subject to Bylaws and financial-capacity assessment	Authorized signatories	Board decision and repayment assessment
Purchase or sale of immovable property	General Assembly authorization; Board implementation	Persons authorized by Board resolution	General Assembly and Board decisions plus legal records
Recruitment or consultancy appointment	Board or delegated selection panel within approved structure and budget	Authorized officer	Selection record, conflict declarations and contract
Appointment of Secretary General, committee chairs, focal points or authorized representatives	Board of Directors	Chair / Secretary	Board decision and role description
Adoption or material amendment of an internal policy	Board of Directors, unless the Bylaws reserve the instrument to the General Assembly	Board Secretary / policy owner	Board decision and controlled policy copy

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Decision / transaction	Approval authority	Implementation / signature	Minimum record
Regulation concerning Association activities that requires General Assembly approval under the Bylaws	General Assembly following Board preparation	Board of Directors	General Assembly decision and approved regulation
Official annual declaration and year-end financial/activity reports	Board of Directors prior to submission; General Assembly review where required	Chair and responsible officers	Board decision, signed reports and submission proof
Related-party transaction	Disinterested Board members; referral to General Assembly where valid independent approval is not possible	Authorized persons without conflict	Conflict disclosure, recusal, market comparison and decision

Appendix B — Decision Proposal and Approval Form

Decision title:

Requesting person / unit:

Date submitted:

Decision required by:

Competent approval authority and basis:

Background and objective:

Options considered:

Recommended decision:

Budget and funding source:

Contractual or multi-year commitment:

Legal / ethical / safeguarding / data / reputational risks:

Conflict-of-interest declarations:

Due diligence, procurement or external advice completed:

Implementation owner and deadline:

Monitoring and reporting requirement:

Official Decision Record

☐ Approved ☐ Approved with conditions ☐ Deferred ☐ Rejected ☐ Referred to General Assembly

Decision and conditions:

Decision date / number: _____

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Persons participating: _____

Conflicted persons recused: _____

Authorized signature: _____ Date: _____

Appendix C — Delegation of Authority Record

Ref.	Delegate	Authority / scope	Limit	Start / end	Reporting	Status

Delegation approved by Board decision no.: _____

Delegation reviewed / revoked on: _____

Appendix D — Board Meeting Governance Checklist

- ☐ Meeting notice, agenda and decision papers circulated.
- ☐ Quorum confirmed.
- ☐ Attendance and substitute status recorded.
- ☐ Conflicts of interest declared and recusals recorded.
- ☐ Authority for each proposed decision confirmed.
- ☐ Financial impact and funding source reviewed.
- ☐ Material legal, contractual, donor, data, safeguarding and reputational issues considered.
- ☐ Decision, conditions, responsible person and deadline clearly stated.
- ☐ Voting result and dissent, where relevant, recorded.
- ☐ Decision Book entry prepared in chronological and numerical order.
- ☐ Follow-up actions entered in the action register.
- ☐ Required external notifications, signatures or donor approvals assigned.