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# BASIC DOCUMENTS

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## Document Owner

The Secretary-General is responsible for the maintenance of this document.

## Next Review Date

This document is next due for review 2 years after date of authorisation.



# CONTENTS

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<b>CONSTITUTION</b>	<b>6</b>
Article 1 - Name	7
Article 2 - Aim	7
Article 3 - Functions	7
Article 4 - Relationship with other organizations	7
Article 5 - Membership	8
5.1. Member Groups	8
5.2. Applications for membership	8
5.3. Suspension or termination of membership	8
Article 6 - Seat	8
Article 7 - General Assembly	8
7.1. Functions of the General Assembly	9
7.2. Rules on participation	9
7.3. Rules on voting	9
Article 8 - Council	9
8.1. Election of the Council	9
8.2. Duties of the Council	10
8.3. Council meetings	10
8.4. Voting procedures	11
Article 9 - Committees	11
Article 10 - Conferences and Exhibitions	11
Article 11 - Funding	11
Article 12 - Changes to the Constitution	11
Article 13 - Duration and Termination	11
<b>GENERAL REGULATIONS</b>	<b>12</b>
Article 1 - Application	13
Article 2 - Membership	13
2.1. Membership Categories	13
2.2. Application for Membership	13
2.3. Membership Rights and Benefits	13
2.4. Member Contributions	14
2.5. Suspension and Reinstatement of Membership	14
2.6. Termination of Membership	14
Article 3 - General Assembly	14
3.1. Convening	14
3.2. Attendance	15



3.3.	Organisation of meetings .....	15
3.4.	Rules of Procedure .....	16
3.5.	Election of the Council .....	18
<b>Article 4 - Council .....</b>		<b>19</b>
4.1.	Functions .....	19
4.2.	Convening .....	19
4.3.	Organisation of meetings .....	20
4.4.	Rules of Procedure .....	20
4.5.	Election of the President and Vice President .....	22
<b>Article 5 - Finance and Audit Committee .....</b>		<b>23</b>
5.1.	Functions .....	23
5.2.	Election .....	23
5.3.	Convening .....	23
<b>Article 6 - Committees and other bodies .....</b>		<b>24</b>
6.1.	Establishment and functions .....	24
6.2.	Appointment of Chair and Vice Chair .....	24
6.3.	Rules of Procedure .....	25
<b>Article 7 - The Secretary-General and the Secretariat .....</b>		<b>25</b>
7.1.	Appointment of the Secretary-General .....	25
7.2.	Appointment and management of staff .....	26
7.3.	Function of the Secretariat .....	26
7.4.	Staff Rules and Secretariat Procedures .....	27
7.5.	World-Wide Academy .....	27
<b>Article 8 - Conferences and Symposia .....</b>		<b>27</b>
8.1.	Attendance .....	27
8.2.	Exhibitions .....	27
8.3.	Guidelines for the Preparation .....	28
<b>Article 9 - Amendments to the General Regulations .....</b>		<b>28</b>
<b>ANNEX A MEMBERSHIP RIGHTS AND BENEFITS .....</b>		<b>29</b>
<b>ANNEX B TERMS OF REFERENCE –STRATEGY DRAFTING GROUP .....</b>		<b>30</b>
<b>ANNEX C TERMS OF REFERENCE – LEGAL ADVISORY PANEL .....</b>		<b>31</b>
<b>ANNEX D TERMS OF REFERENCE – POLICY ADVISORY PANEL .....</b>		<b>32</b>
<b>ANNEX E COUNCIL DECISION ON THE IALA WORLD-WIDE ACADEMY .....</b>		<b>34</b>
<b>FINANCIAL REGULATIONS .....</b>		<b>37</b>
<b>Article 1 - Application .....</b>		<b>38</b>
<b>Article 2 - Financial Governance .....</b>		<b>38</b>
2.1.	Role of the Council .....	38
2.2.	Role of the FAC .....	38
2.3.	Role of the Treasurer .....	38
2.4.	Role of the Secretariat .....	38
2.5.	Other considerations .....	38
<b>Article 3 - The Financial Period .....</b>		<b>39</b>
<b>Article 4 - Budgets .....</b>		<b>39</b>



4.1.	The IALA budget .....	39
4.2.	The WWA budget .....	39
Article 5 - Income & Expenditure .....		39
5.1.	IALA's activities .....	39
5.2.	The World-wide Academy's activities .....	40
Article 6 - Procurement .....		40
Article 7 - Financial Statements .....		40
Article 8 - Cash Reserve .....		41
Article 9 - Annual Contributions .....		41
Article 10 - Unpaid Contributions .....		41
Article 11 - Dedicated Funds .....		42
Article 12 - World-Wide Academy Fund .....		42
Article 13 - Industrial Members Committee Reserve .....		42
Article 14 - External audit .....		43
<b>TERMS OF REFERENCE AND RULES OF PROCEDURE - COMMITTEES .....</b>		<b>44</b>
<b>CONSTITUTION AND BYE-LAWS OF THE INDUSTRIAL MEMBERS' COMMITTEE .....</b>		<b>50</b>



# CONSTITUTION



### Article 1 - Name

The International Association of Marine Aids to Navigation and Lighthouse Authorities, hereinafter referred to as "IALA", formerly called the International Association of Lighthouse Authorities / Association Internationale de Signalisation Maritime, is an international association established and governed by the French law of 1<sup>st</sup> July 1901 and the decree of 16<sup>th</sup> August 1901.

The term "Marine Aid to Navigation" referred to in the present Constitution should be understood to be a device, system or service, external to a vessel, designed and operated to enhance safe and efficient navigation of individual vessels and vessel traffic.

### Article 2 - Aim

The aim of IALA is to foster the safe, economic and efficient movement of vessels, through improvement and harmonisation of Marine Aids to Navigation worldwide and other appropriate means, for the benefit of the maritime community and the protection of the environment.

IALA is secular and non-political.

IALA brings together services and organisations concerned with the provision or maintenance of Marine Aids to Navigation and allied activities, at sea and on inland waterways.

### Article 3 - Functions

The aim of IALA is achieved by, among other things:

- developing international cooperation by promoting close working relationships and assistance between members;
- collecting and circulating information about the activities of its members as well as encouraging, supporting and communicating recent developments;
- facilitating mutual exchange of information with organisations representing the users of Marine Aids to Navigation;
- formulating and publishing appropriate standards, recommendations and guidelines, manuals and other appropriate papers;
- encouraging members to take into account the development of multi-purpose systems which may also be used, for instance, to monitor the marine environment;
- establishing committees, working groups or other such bodies as may be appropriate to study special issues;
- facilitating assistance to services or organizations requesting help within the Marine Aids to Navigation and allied fields, whether technical, organisational or training;
- organizing Conferences, Symposia, seminars, workshops and other events relevant to its work.

### Article 4 - Relationship with other organizations

IALA will maintain liaison and cooperate with relevant intergovernmental, international and other organizations, offering specialized advice where appropriate.



## Article 5 - Membership

### 5.1. MEMBER GROUPS

IALA comprises National members, Associate members, Industrial members and Honorary members.

- **National membership** may be applied for by a National Authority of any country, or any part of that country, legally responsible for the provision, maintenance or operation of Marine Aids to Navigation within that country, or any part of that country (hereinafter referred to as National Authority).
- **Associate membership** may be applied for by any other service, organisation or scientific agency that is concerned with Marine Aids to Navigation or related matters.
- **Industrial membership** may be applied for by manufacturers and distributors of Marine Aids to Navigation equipment for sale, or organisations providing Marine Aids to Navigation services or technical advice under contract.
- **Honorary membership** may be conferred for life upon any individual who is considered by the Council to have made an important contribution to the work of IALA.

### 5.2. APPLICATIONS FOR MEMBERSHIP

All applications for membership and changes in the type of membership are subject to acceptance by the Council. The Council may require an application for Industrial or Associate membership to be reviewed by a National Authority of the area where the applicant carries out his activities or has his principal place of business.

Application for membership constitutes an agreement to pay the appropriate annual contribution as laid down from time to time.

### 5.3. SUSPENSION OR TERMINATION OF MEMBERSHIP

#### 5.3.1. SOME OR ALL MEMBERSHIP RIGHTS MAY BE SUSPENDED:

- by decision of the Council for non-payment of contribution; or
- by decision of the Council for any justifiable cause in the best interest of IALA

until the member has met such financial or other obligations.

#### 5.3.2. MEMBERSHIP MAY BE TERMINATED:

- by resignation of the member;
- by decision of the Council for non-payment of contribution; or
- by decision of the Council for any justifiable cause in the best interest of IALA.

## Article 6 - Seat

The Headquarters and registered office of IALA is in the vicinity of Paris in Saint Germain en Laye, France. The location of the Headquarters may be changed by decision of the IALA Council, which will be ratified by the General Assembly.

## Article 7 - General Assembly

General Assemblies of members are held at intervals not exceeding five years and, normally, concurrently with IALA Conferences. A General Assembly will be convened by order of the Council (see Article 8).



In the case of urgency, other than a change of the Constitution (as set out in Article 12), the Council may decide to determine a matter requiring the approval of the General Assembly by a postal or electronic vote. The rules on voting shall be as set out in Article 7.3.

The quorum for a meeting of the General Assembly or a postal or electronic vote is one third of all National members, one of whom must be the President or Vice President.

### 7.1. FUNCTIONS OF THE GENERAL ASSEMBLY

The General Assembly, among other things:

- decides the overall policy of IALA;
- elects the members of the Council (see Article 8). Councillors are elected for the period between two General Assemblies. Councillors may be re-elected;
- decides upon changes to the Constitution;
- approves IALA standards.

### 7.2. RULES ON PARTICIPATION

Members of all categories may attend General Assemblies.

### 7.3. RULES ON VOTING

- only National members have voting rights at a General Assembly;
- each National member has one vote;
- decisions of the General Assembly, other than those relating to the Constitution (see Article 12) are taken on a simple majority of the votes cast. In the event of a tie vote, the President shall have a second, and deciding, vote.

## Article 8 - Council

### 8.1. ELECTION OF THE COUNCIL

IALA is administered by a Council comprising up to twenty-one elected Councillors and three non-elected Councillors as follows:

#### **Elected Councillors:**

- the Heads of National member authorities or their representatives elected by ballot of all National members attending a General Assembly; only one National member from any country may be elected to the Council;
- elected Councillors shall, as far as possible, be drawn from different parts of the world with a view to achieving as widespread a representation as possible.

#### **Non-elected Councillors:**

- the Head, from time to time, of the National Authority of the IALA Host nation or his/her representative;
- the Head, from time to time, of the National Authority of the country wherein the next IALA Conference will be held or his/her representative;
- the Head, from time to time, of the National Authority of the country wherein the last Conference was held or his/her representative.

The post of Councillor is honorary.



## 8.2. DUTIES OF THE COUNCIL

The Council will meet regularly and at least once a year. Such meetings will be convened by the President or the Vice President, or the Secretary-General, or at the request of two Councillors.

### 8.2.1. THE COUNCIL UPON ELECTION OR, WHEN NECESSARY, WILL:

- from among its members elect a President and a Vice President on a personal basis. The President and the Vice President shall not hold their office for longer than the term of Council;
- from among its members elect a Finance and Audit Committee, comprising at least three persons, to assist the Council as necessary and elect a Committee member as Treasurer and Chairman;
- appoint Chair and Vice-Chair of each Committee for the term between regular General Assemblies.

### 8.2.2. APPOINTMENT OF THE SECRETARY-GENERAL

The Council shall appoint a Secretary-General to act as legal representative and Chief Executive of IALA. The Secretary-General's powers and responsibilities and his terms and conditions of employment will be decided by the Council. The Secretary-General will be assisted in his tasks by a Permanent Secretariat.

### 8.2.3. FUNCTIONS OF THE COUNCIL:

The Council, among other things:

- implements the overall policy of IALA as defined by its aims or by the General Assembly;
- decides membership matters;
- establishes committees relevant and/or facilitates other such bodies as may be appropriate and their terms of reference;
- determines General Regulations and Financial Regulations;
- approves recommendations, guidelines, manuals and other appropriate papers;
- approves submissions to other organizations;
- decides the venue and the year of the next IALA Conferences and Symposia;
- establishes rules for participation in IALA Conferences and Symposia;
- convenes General Assemblies;
- approves the annual budget and accounts;
- determines the rate of contributions;
- decides upon the location of the Headquarters and registered office of IALA;
- may authorise the purchase, sale, renting or letting of property and the granting and obtaining of loans whether or not secured by mortgage, required for the running of the association;
- may grant any power of attorney as required.

## 8.3. COUNCIL MEETINGS

A Council meeting shall ordinarily only be held when at least the President or the Vice President and one member of the Finance and Audit Committee are present.



## 8.4. VOTING PROCEDURES

A Council decision can be made by a simple majority of those present at the meeting, subject to a minimum of seven votes being recorded in its favour. No Councillor may have more than one vote. In case of a tie vote, the President will have a second, and deciding, vote.

The President or the Vice President may decide to carry out a postal or electronic vote among the Councillors.

### Article 9 - Committees

Committees are established by the Council to study matters relevant to the aim of IALA with the objective of preparing standards, recommendations, guidelines and manuals for IALA members and submissions to other organizations.

Committees will work under the rules stated in the General Regulations.

### Article 10 - Conferences and Exhibitions

All categories of IALA members are entitled to be represented at an IALA Conference.

Non-members may only participate in an IALA Conference with the approval of the Council.

An exhibition of Marine Aids to Navigation equipment will be organised during the Conference period. Only IALA Industrial members who have paid the equivalent of the contributions for the two years immediately prior to the year of the Conference plus the year of the conference will have the right to exhibit their equipment.

### Article 11 - Funding

IALA shall be funded from contributions, grants and gifts as generally permitted by law.

### Article 12 - Changes to the Constitution

Alterations to the Constitution can normally only be made by a two-thirds majority of National members attending a General Assembly. The Council can decide as an emergency measure to carry out a postal or electronic vote. Alterations to the Constitution by this method require a two-thirds majority of National members taking part in the vote.

### Article 13 - Duration and Termination

The duration of IALA is unlimited.

Except as noted below, the termination of IALA can be decided upon under the same conditions as required for the alterations to the Constitution. On termination, the Council is responsible for the winding up of IALA and distribution of assets to charitable or technical organisations connected with Marine Aids to Navigation.

In the event of IALA being constituted as an international organization based on an international agreement the Council must arrange for the winding up of IALA and the formal transfer of ownership of all assets free of charge and without reservation into the possession of the organization constituted according to the international agreement. This Constitution will terminate without further action when the formalities for termination required by French law commenced by the Council are complete.



# GENERAL REGULATIONS



## Article 1 - Application

These General Regulations will apply to the operations of IALA.

The General Regulations are subject to the provisions of the Constitution. Where there is a conflict between the Constitution and any of the other documents, the Constitution shall prevail. If there is a conflict between any of the basic documents, the conflict should be brought to the attention of the Council.

## Article 2 - Membership

### 2.1. MEMBERSHIP CATEGORIES

IALA comprises National members, Associate members, Industrial members and Honorary members as stipulated in the Constitution.

### 2.2. APPLICATION FOR MEMBERSHIP

- 1 Application for membership in categories other than Honorary must be made in writing to the Secretariat and should be accompanied by the following documentation:
  - a the membership application form;
  - b additional information about the activity of the applicant to determine the appropriate membership category if requested by the Secretariat.
- 2 The Secretariat will submit all applications for membership to the Council for acceptance.
- 3 In cases where there is a delay of more than three months before the next Council meeting the Secretariat may send a provisional acceptance to the applicant, subject to support from a national authority of the area where the applicant carries out its activities or has its principal place of business.
- 4 Accepted applications will take effect as follows:
  - a for National members, on 1<sup>st</sup> January of the year of application;
  - b for Industrial or Associate members, 1<sup>st</sup> January if application is accepted between 1<sup>st</sup> January and 30<sup>th</sup> June; or 1<sup>st</sup> July if application is accepted between 1<sup>st</sup> July and 31<sup>st</sup> December; and
  - c for Honorary members, on the date of acceptance.
- 5 The Council may require aspects of an application for Industrial or Associate membership to be reviewed by a national authority in accordance with 2.2.3 above, but the decision on membership will remain with the Council.
- 6 The Council, having received a written proposal from at least two Councillors, may confer Honorary membership upon an individual in recognition of that person's contribution to the work of IALA.

### 2.3. MEMBERSHIP RIGHTS AND BENEFITS

- 1 Membership rights and benefits are listed in ANNEX A.
- 2 In addition to those rights and benefits, Industrial members are represented by the Industrial Members' Committee, in accordance with its Constitution and Bye-Laws as approved by the General Assembly of Industrial Members.



## 2.4. MEMBER CONTRIBUTIONS

- 1 All members shall pay contributions on an annual basis in the amount determined by the Council on recommendation from the Finance and Audit Committee. ~~in the amount determined by the Council on recommendation from the Finance and Audit Committee.~~
- 2 Contributions may be determined as different amounts for each membership category but shall be the same for each Member within each membership category.
- 3 Contributions for membership categories are levied in accordance with the Financial Regulations.
- 4 Failure to comply with the deadline for payment of contributions may result in suspension of membership rights or termination of membership in accordance with Article 5.3 of the Constitution and Article 10 of the Financial Regulations.

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**Commenté [SC1]:** This should be included here and not in the Financial Regulations as it is an important principle of IALA. Otherwise 2.4 could be completely removed to Financial Regulations

## 2.5. SUSPENSION AND REINSTATEMENT OF MEMBERSHIP

- 1 The Secretary-General may recommend that the Council suspend, and the Council may suspend, a membership for non-payment of contributions according to the escalation procedure established in Art. 10 of the Financial Regulations.
- 2 The Secretary-General may recommend that the Council suspend, and the Council may suspend a membership for any justifiable cause in the best interest of IALA.
- 3 The Secretary-General may reinstate a membership suspended under 2.4.4 above when the member has paid advised arrears of contribution. The Secretary-General must advise the Council of such action at the next Council meeting.
- 4 The Council may reinstate a suspended membership when the member has met the requirements of the Council.

## 2.6. TERMINATION OF MEMBERSHIP

- 1 Membership may be terminated:
  - a By the member by notice in writing to the Secretariat at any time noting that no refund of contributions already made will be given. Such termination will take effect:
    - i on the date specified in the notice of termination; or
    - ii if no date is specified, 30 days after the notice is received by the Secretariat.
  - b By the Council where a suspended member has not paid contributions within six months of suspension for that non-payment.
    - i The Secretary-General will notify the Council of any such qualifying event at its next occurring meeting; and
    - ii such termination will take effect from the date of the meeting at which the Council terminates the membership.
  - c By the Council, for any justifiable cause in the best interest of IALA.
- 2 ~~The~~ Secretary-General must notify the member of the reason for termination, and the date of effect of termination, such notification to be at least 30 days before the termination shall take effect.

## Article 3 - General Assembly

### 3.1. CONVENING



- 1 The General Assembly shall generally be convened every four years, ~~by order of the Council in accordance with Art. 8.2.3 of the Constitution, the Council's Rules of Procedure,~~
- 2 The General Assembly shall, where possible be convened during the same period and at the same location as a Conference, but in any case must be held no earlier than June of the General Assembly year.
- 3 For reasons of necessity, the Council may determine an alternate time, in which case the General Assembly will be convened at a location determined by the Council.
- 4 It shall be a condition of agreeing to convene the General Assembly at a location other than the IALA Headquarters that the National member in whose territory it is proposed to hold the General Assembly gives assurances that ~~from at the time of the offer at least until the end of the General Assembly~~ no member will be prevented from entering the host country ~~for the purposes of the General Assembly.~~
- 5 The Council may convene an extraordinary session of the General Assembly at which time and place as it determines.
- 6 ~~The Council authorises the Secretary-General to convene an extraordinary session of the General Assembly within 120 days of receipt of requests to do so from a majority of National members by the Secretary-General, of requests to do so from a majority of National members, (The time and place of the extraordinary session which session will be determined by the Council. The Council shall convene an extraordinary session of the General Assembly within 120 days of receipt by the Secretary-General of a request to do so from a majority of National members. The council shall determine the time and place of the extraordinary session.~~

6

### 3.2. ATTENDANCE

- 1 All members are entitled to attend the General Assembly and are responsible for their own travelling and accommodation expenses should they chose to attend.
- 2 The Secretary-General is authorised to invite, on behalf of the Council, any expert or any representatives of a non-member government or of an organization to participate as an observer at the General Assembly.
- 3 Each National member shall communicate in writing to the Secretary-General the names of the persons composing its delegation to the General Assembly, indicating which of these is to be regarded as its principal delegate. This communication should be signed by, or on behalf of, the National member and will be regarded as appropriate credentials for the participation of the named individuals in all activities of the General Assembly.
- 4 To record attendance and verify the quorum required in Article 7 of the Constitution each National member shall confirm its attendance on the day of the General Assembly by signing a registration sheet prepared by the Secretariat.

### 3.3. ORGANISATION OF MEETINGS

- 1 The General Assembly is to be prepared and organised by the Secretary-General using the resources of the Secretariat and those other resources as agreed in writing with the National member hosting the General Assembly.
- 2 The business of the General Assembly shall be conducted in the English, French and Spanish languages.

**Commenté [SC2]:** Art. 4.4 is named Rules of Procedure under Art. 4 which deals with the Council meetings only; 4.2. deals with the convening of the GA; beyond that there are no written Council's Rules of Procedures or deleted everything after "Council"

**Commenté [SC3]:** Assurances need to last from the offer until the end of the GA/Conference, so clarification is needed

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- 3 Six months before the opening of the [ordinary](#) General Assembly the Secretariat shall invite National members to submit proposals that they wish to discuss at the General Assembly. These will be received by the Secretariat for the next two months.
- 4 Four months before the opening of the [ordinary](#) General Assembly submitted proposals together with those prepared by the Council shall be circulated to all National members, who shall be invited to forward their comments to the Secretariat within two months. After this date no proposals shall be accepted unless:
  - a there are exceptional circumstances, in which case the proposal should be approved by the General Assembly for inclusion; or
  - b the proposal amends or provides an alternative to a proposal already submitted, in which case it may be received until one month before the General Assembly.
- 5 All final papers, including the provisional agenda but excluding any amending or alternative proposals, shall be circulated to National members at least two months before the opening of the [ordinary](#) General Assembly.
- 6 The provisional agenda for an ordinary session of the General Assembly shall be prepared by the Secretariat for approval by the Council and shall normally include:
  - a Approval of the Agenda;
  - b Report of the President/Secretary-General;
  - c Finance Report;
  - d Approval of amendments to the Constitution;
  - e Approval of Standards and the Strategic Vision;
  - f Consideration of proposals received from members;
  - g Any other business; and
  - h Election of the Council.
- 7 The provisional agenda for an extraordinary session of General Assembly shall be prepared by the Secretariat for approval by the Council and shall include consideration of the question(s) for which the session was convened.

### 3.4. RULES OF PROCEDURE

The following Rules of Procedure shall apply to the conduct of the business of the General Assembly:

#### 3.4.1. THE ROLE OF THE CHAIR

- 1 The President, or in his/her absence, the Vice President, shall be the Chair of the General Assembly.
- 2 The Chair will open and close the meeting, direct discussions, ensure the observance of the procedures in the Constitution and these General Regulations, accord the right to speak, put questions to the vote and announce decisions.
- 3 The Chair will have control over the proceedings and may rule on points of order and shall have the power to propose adjournment or closure of debates or adjournment or suspension of the meeting.

#### 3.4.2. CONDUCT OF MEETINGS

- 1 No person may address the General Assembly without having obtained the permission of the Chair. Subject to rules 2, 3, 7 and 9 below, the Chair shall call upon speakers in the order in which they signify their desire to speak. The Chair may call a speaker to order if the remarks of such speaker are not relevant to the subject under discussion.



- 2 The Chair of a Committee or his or her representative, or the delegate of a subsidiary body may be accorded precedence for the purpose of explaining the conclusion arrived at by that committee or subsidiary body.
- 3 During the discussion of any matter, a delegate may rise to a point of order and the point of order shall immediately be decided by the Chair in accordance with the Rules of Procedure. A delegate may appeal against the ruling of the Chair. The appeal shall immediately be put to the vote and the Chair's ruling shall stand unless overruled by the majority of the delegates present and voting. A delegate rising to a point of order may not speak on the substance of the matter under discussion.
- 4 The General Assembly may, on the proposal of the Chair, limit the time to be allowed to each speaker on any particular subject under discussion. When the debate is limited, and a delegate has spoken for the allotted time, the Chair shall call such delegate to order without delay.
- 5 During the course of a debate, the Chair may announce the list of speakers and, with the consent of the General Assembly, declare the list closed. The Chair may, however, accord the right of reply to any delegate if a speech delivered after the closure of the list makes this desirable.
- 6 During the discussion of any matter, a delegate may move the adjournment of the debate on the question under discussion. In addition to the proposer of the motion, two delegates may speak in favour of, and two against, the motion, after which the motion shall immediately be put to the vote. The Chair may limit the time to be allowed to speakers under this rule.
- 7 A delegate may, at any time, move the closure of the debate on the question under discussion, whether or not any other representative has signified his wish to speak. Permission to speak on the closure of the debate shall be accorded only to two speakers opposing the closure, after which the motion shall be immediately put to the vote. If the General Assembly is in favour of the closure, the Chair shall declare the closure of the debate. The Chair may limit the time to be allowed to speakers under this rule.
- 8 During the discussion of any matter, a delegate may move the suspension or the adjournment of the meeting. Such motions shall not be debated but shall be immediately put to the vote. The Chair may limit the time to be allowed to the speaker moving the suspension or adjournment.
- 9 Subject to rule 3 above, the following motions shall have precedence in the following order over all the other proposals or motions before the meeting:
  - a to suspend the meeting;
  - b to adjourn the meeting;
  - c to adjourn the debate on the question under discussion; and
  - d for the closure of the debate on the question under discussion.
- 10 Subject to rule 3 above, any motion calling for a decision on the competence of the General Assembly to discuss any matter or to adopt a proposal or an amendment submitted to it shall be put to the vote before the matter is discussed or a vote is taken on the proposal or amendment in question.
- 11 A motion may be withdrawn by its proposer at any time before voting on it has commenced, provided that the motion has not been amended or that an amendment to it is not under discussion. A motion which has thus been withdrawn may be reintroduced by any delegate.
- 12 When a proposal has been adopted or rejected it may not be reconsidered unless the General Assembly, by a majority of the representatives present and voting, so decides. Permission to speak on a motion to reconsider shall be accorded only to the mover and one other supporter and to two speakers opposing the motion, after which it shall be put immediately to the vote.



### 3.4.3. VOTING DURING MEETINGS

- 1 The General Assembly will normally vote by show of hands overseen by two scrutineers appointed by the Chair. However, any National member may request a roll-call vote, which shall be taken in English alphabetical order of the name of National members present, commencing with the National member whose name is drawn by lot by the Chair. The vote of each National member in any roll-call shall be noted in the meeting record.
- 2 A representative of one National member shall not vote on behalf of another National member.

### 3.4.4. DECISION MAKING AND REPORTING

- 1 Where the General Assembly is requested to make a decision, that request shall be put to the meeting in the form of a General Assembly Resolution. Each Resolution should include an implementation date, if relevant, and for convenience, the Chair may aggregate Resolutions for approval and reporting purposes.
- 2 The Secretariat shall arrange for the substance of all discussions of the General Assembly to be recorded in a general summary of the work of the meeting. These minutes shall be distributed to all National member delegations, which may submit their proposed corrections in writing to the Chair. Any disagreement on the proposed corrections shall be decided by the Chair after consultation with the members concerned.
- 3 The minutes will be adopted by the General Assembly in session, or if necessary, by correspondence.
- 4 Members who made statements during debate may request that such statement be attached to the minutes.
- 5 The minutes, together with all relevant documents, shall be made available to the members within two weeks after their approval by the General Assembly.
- 6 Audio recordings of General Assembly sessions may be made and shall be retained by the Secretariat for record purposes.

### 3.5. ELECTION OF THE COUNCIL

The election of Councillors shall be conducted as follows:

- 1 The Secretary-General will invite National members to declare their candidacy for the Council, according to Article 8 of the Constitution six months before the opening of the General Assembly. Nominations will be received by the Secretariat for the next four months. Nominations should include:
  - a the name of the National member being nominated;
  - b a statement, in the form provided by the Secretariat, outlining the credentials of the National member for a position on the Council; and
  - c a statement, in the form provided by the Secretariat, outlining the credentials of the person to represent the National member.
- 2 Two months before the opening of the General Assembly all nominations shall be collated and circulated to all National members by the Secretariat. After this date no nominations shall be accepted unless there are exceptional circumstances, in which case the nomination should be approved by the General Assembly for inclusion in the election.
- 3 A vote to elect Councillors from amongst those nominated will be conducted by secret ballot.
- 4 The Secretariat shall produce a ballot form for nominees for the Council and each National member shall have one vote for each vacant seat on the Council.



- 5 The Chair shall appoint two scrutineers from amongst the members who have not been nominated for the Council, who shall proceed to scrutinise the votes cast and the counting of votes by the Secretariat.
- 6 If two or more candidates obtain the same number for the last seat or seats to be filled, there shall be a further ballot from among these candidates only. Should the votes again be divided equally, the Chair shall draw by ballot the name of the candidate to be eliminated in the subsequent ballot.
- 7 When voting and counting are completed the Chair shall confirm the election and invite the newly elected Council to take up their duties.
- 8 The term of the Council is from confirmation of its election until the election of a new Council at the following ordinary General Assembly.
- 9 Should a National member elected to the Council advise at some time during the term of that Council, being more than two years from the next General Assembly, that they are unable to continue to serve on the Council, the Secretary-General may conduct a by-election to fill the vacancy. The Secretary-General shall invite nominations from all eligible National members, conduct the vote electronically and rules 5 – 8 above will apply. The term of office of any National member so elected will be the same as that of the National member being replaced.
- 10 National members are to advise the Secretary-General in cases where the person representing the National member at the Council changes.

## Article 4 - Council

### 4.1. FUNCTIONS

- 1 The Council, in fulfilling its obligation to administer IALA will carry out the functions assigned to it by Article 8.2.3 of the Constitution.
- 2 In the period between two General Assemblies, should no appropriate provision be made in the Constitution or these General Regulations, the Council shall make any administrative or technical decision which may be necessary. Any such decision must be referred to the next General Assembly for confirmation.
- 3 The Council shall be guided by the approved Strategic Vision.
- 4 If the Council considers that any question or issue should be referred to the members, it shall direct the Secretary-General to send a circular to each member requesting them to notify the Secretariat of their opinion on the matter. The Council shall then decide the matter.

### 4.2. CONVENING

- 1 The Council will be convened, ordinarily twice a year by notice in writing by any of the following:
  - a the President or Vice President;
  - b the Secretary-General; or
  - c at the request of two Councillors.
- 2 The date of the meeting of the Council in ordinary meeting will be determined by decision of the Council at its previous meeting. The location will be the IALA Headquarters unless alternate arrangements are agreed, or if the meeting is to be held electronically.
- 3 The date of an extraordinary meeting of the Council will be not less than seven days from the date of notification, and the location will be the IALA Headquarters unless agreed by the Secretary-General and President, or if the meeting is to be held electronically.



- 4 The Council may also determine that any National member, a representative of any Committee or other body established by it or of another organization may be present at a Council meeting.

#### 4.3. ORGANISATION OF MEETINGS

- 1 Council meetings are to be prepared and organised by the Secretary-General using the resources of the Secretariat.
- 2 The business of the Council shall be conducted in the English language.
- 3 Two months before a scheduled Council meeting the Secretariat shall invite Council members to submit papers addressing matters that they wish to discuss at the Council. These will be received by the Secretariat for the next two weeks.
- 4 Six weeks before the opening of the Council submitted papers together with those prepared by the Secretariat shall be made available to all Council members, who shall be invited to forward their comments to the Secretariat within two weeks.
- 5 Four weeks before the Council the Secretariat shall provide Councillors with all papers and the provisional agenda for the meeting.
- 6 The provisional agenda for an ordinary meeting of the Council shall normally include:
  - a Approval of the Agenda;
  - b Report of the President/Secretary-General;
  - c Report of the Finance and Audit Committee;
  - d Committee Reports;
  - e Approval of recommendations, guidelines, manuals or other appropriate papers  
Approval of the annual budget and accounts
  - ef Determination of the rate of contributions
  - eg Any other business; and
  - fh Date and time of next meeting.
- 7 The provisional agenda for an extraordinary meeting of the Council shall normally include consideration of the question(s) for which the meeting was convened.

**Commenté [SC4]:** The provisional agenda should be more representative of the main functions of the Council. This includes specifically the approval of recommendations, guidelines manuals or other appropriate papers, the annual budget and accounts and the rate of contributions  
In comparison to the provisional agenda for the GA the major task according to the Constitution should be included here.

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#### 4.4. RULES OF PROCEDURE

The following Rules of Procedure shall apply to the conduct of the business of the Council:

##### 4.4.1. THE ROLE OF THE CHAIR

- 1 The President, or in his/her absence, the Vice President, shall be the Chair of the Council. Only in the exceptional circumstance that neither the President nor the Vice President is present, those Councillors present shall elect from among them a Chair for the duration of the meeting.
- 2 The Chair will open and close the meeting, direct discussions, ensure the observance of the procedures in the Constitution and the General Regulations, accord the right to speak, put questions to the vote and announce decisions.
- 3 The Chair will have control over the proceedings and may rule on points of order and shall have the power to propose adjournment or closure of debates or adjournment or suspension of the meeting.

##### 4.4.2. CONDUCT OF MEETINGS

- 1 No person may address the Council without having obtained the permission of the Chair. Subject to rules 2, 5, 6 and 7 below, the Chair shall call upon speakers in the order in which they signify their



desire to speak. The Chair may call a speaker to order if the remarks of such speaker are not relevant to the subject under discussion.

- 2 During the discussion of any matter, a Councillor may rise to a point of order and the point of order shall immediately be decided by the Chair. A Councillor may appeal against the ruling of the Chair. The appeal shall immediately be put to the vote and the Chair's ruling shall stand unless overruled by the majority of the Council present and voting. A Councillor rising to a point of order may not speak on the substance of the matter under discussion.
- 3 The Council may, on the proposal of the Chair, limit the time to be allowed to each speaker on any particular subject under discussion. When the debate is limited, and a Councillor has spoken for the allotted time, the Chair shall call the Councillor to order without delay.
- 4 During the course of a debate, the Chair may announce the list of speakers and, with the consent of the Council, declare the list closed. The Chair may, however, accord the right of reply to any Councillor if a speech delivered after the closure of the list makes this desirable.
- 5 During the discussion of any matter, a Councillor may move the adjournment of the debate on the question under discussion. In addition to the proposer of the motion, two Councillors may speak in favour of, and two against, the motion, after which the motion shall immediately be put to the vote. The Chair may limit the time to be allowed to speakers under this rule.
- 6 A Councillor may, at any time, move the closure of the debate on the question under discussion, whether or not any other Councillor has signified his wish to speak. Permission to speak on the closure of the debate shall be accorded only to two speakers opposing the closure, after which the motion shall be immediately put to the vote. If the Council is in favour of the closure, the Chair shall declare the closure of the debate. The Chair may limit the time to be allowed to speakers under this rule.
- 7 During the discussion of any matter, a Councillor may move the suspension or the adjournment of the meeting. Such motions shall not be debated but shall be immediately put to the vote. The Chair may limit the time to be allowed to the speaker moving the suspension or adjournment.
- 8 Subject to rule 2 above, the following motions shall have precedence in the following order over all the other proposals or motions before the meeting:
  - a to suspend the meeting;
  - b to adjourn the meeting;
  - c to adjourn the debate on the question under discussion; and
  - d for the closure of the debate on the question under discussion.
- 9 Subject to rule 2 above, any motion calling for a decision on the competence of the Council to discuss any matter or to adopt a proposal submitted to it shall be put to the vote before the matter is discussed or a vote is taken on the proposal in question.
- 10 A motion may be withdrawn by its proposer at any time before voting on it has commenced, provided that the motion has not been amended or that an amendment to it is not under discussion. A motion which has thus been withdrawn may be reintroduced by any Councillor.
- 11 When a proposal has been adopted or rejected it may not be reconsidered unless the Council, by a majority of the Councillors present and voting, so decides. Permission to speak on a motion to reconsider shall be accorded only to the mover and one other supporter and to two speakers opposing the motion, after which it shall be put immediately to the vote.

#### 4.4.3. VOTING

- 1 In ordinary meetings the Council shall vote by show of hands and otherwise in accordance with Article 8.4 of the Constitution.



- 2 The Chair may decide to call an out of session postal or electronic vote by the Council. Postal or electronic votes will be determined by simple majority of votes cast, with nil returns being counted as votes in favour of the proposal, unless otherwise notified when the vote is called.

#### 4.4.4. DECISION MAKING AND REPORTING

- 1 Where the Council is requested to make a decision, that request may be put to the meeting in the form of a proposed Council Resolution. Each Resolution should include an action date, if relevant, and for convenience, the Chair may aggregate Resolutions for approval and reporting purposes.
- 2 The Secretary-General shall arrange for the substance of all discussions of the Council to be recorded in a general summary of the work of the meeting. The minutes shall be distributed to all Councillors present at the meeting, who may submit their proposed corrections in writing to the Chair. Any disagreement on the proposed corrections shall be decided by the Chair after consultation with the Councillor(s) concerned.
- 3 The minutes will be approved by the Council in meeting, or, if necessary, by correspondence. The agreed minutes, including the text of all Resolutions, will be made available to all members.
- 4 Documents relevant to the implementation of decisions shall be distributed to members as appropriate.

#### 4.5. ELECTION OF THE PRESIDENT AND VICE PRESIDENT

- 1 The Council shall, at its first meeting following an ordinary session of the General Assembly or as necessary, elect from among its Councillors the President and Vice President, ~~who shall hold office for one term, which is defined as the period from their election until the first Council meeting following the next ordinary session of the General Assembly.~~

~~1~~

- 2 The election will be by secret ballot, which shall be conducted by the Secretary-General.
- 3 All Councillors will be eligible for election upon indication of their willingness to stand for election.
- 4 There shall be two ballots, the first to elect the President and the second to elect the Vice President.
- 5 Each Councillor is entitled to cast one vote in each ballot.
- 6 Election will be majority of votes cast, the counting of which will be done by the Secretary-General in view of the Council.
- 7 If no candidate obtains a majority in the first ballot, a second ballot shall be taken confined normally to the two candidates obtaining the largest number of votes. If in the second ballot the votes are equally divided, the Secretary-General shall decide between the candidates by drawing lots.

- 8 ~~The President and the Vice President shall hold position for one term, which is defined as the period from their election until the first Council meeting following the next ordinary session of the General Assembly, and neither of them shall be eligible for immediate re-election to their former position.~~

~~7~~

- 8 ~~The President and the Vice President shall hold position for the term between two elections and neither of them shall be eligible for immediate re-election to their former position.~~

- 9 The President and Vice President hold these positions personally. Should either cease to be the nominated representative of their National member, the position will fall vacant from date of them so ceasing.
- 10 Should the position of President become vacant the Vice President will assume this role and the position of Vice President will become vacant instead. In this event, the Secretary-General shall call

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Commenté [SC5]: To avoid repetition of wording one being elected for one term revised No 8 in combination with No 1

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for nominations to fill the vacant position and will conduct a ballot, either in session or electronically, in accordance with the provisions above.

## Article 5 - Finance and Audit Committee

### 5.1. FUNCTIONS

- 1 The Council shall, upon election or as necessary establish a Finance and Audit Committee to provide advice to the Council.
- 2 The finances shall be managed by the Council, the Finance and Audit Committee and the Secretary-General in accordance with the Financial Regulations.
- 3 The Finance and Audit Committee shall assist the Council in the supervision of the financial administration.

### 5.2. ELECTION

- 1 The Council shall, from among its Councillors elect at least three and no more than five Councillors to sit on the Finance and Audit Committee. The Council will then elect one of these Councillors, on a personal basis, to act as Treasurer and Committee Chair.
- 2 These elections will be by secret ballot, which shall be conducted by the Secretary-General.
- 3 All Councillors will be eligible for election upon indication of their willingness to stand for election.
- 4 There shall be two ballots, the first to elect the Committee members and the second to elect the Treasurer.
- 5 Each Councillor is entitled to cast one vote in each ballot.
- 6 Election will be simple majority of votes cast, the counting of which will be done by the Secretary-General in view of the Council.
- 7 If the votes are equally divided for one or more of the positions as Committee member, a second ballot shall be taken confined to the number of positions not filled as a result of the first ballot. If in the second ballot the votes are equally divided, the Chair shall decide between the candidates by drawing lots.
- 8 Should the number of candidates nominated be the same as the number of positions to be filled, those candidates will be appointed to the Committee without ballot.
- 9 The Committee and the Treasurer shall hold office for the term of the Council unless replaced earlier by decision of the Council or through resignation.
- 10 Should a member of the Finance and Audit Committee leave, and the remaining committee then have less than three members the Secretary-General shall call for nominations to fill the vacant position and will conduct a ballot, either in session or electronically, in accordance with the provisions above.
- 11 If the Treasurer cannot attend a meeting of the Finance and Audit Committee, the Treasurer shall arrange for another member of the Committee to chair the meeting.
- 12 Should the Treasurer leave the Secretary-General shall call for nominations to fill the vacant position and will conduct a ballot, either in session or electronically, in accordance with the provisions above.

### 5.3. CONVENING



- 1 The Finance and Audit Committee will be convened, ordinarily twice a year by notice in writing by any of the following:
  - a the President or Vice President;
  - b the Treasurer;
  - c the Secretary-General; or
  - d at the request of two Councillors.
- 2 The date and location of the meeting of the Finance and Audit Committee in ordinary meeting will be determined by decision of the Treasurer, however such meetings will generally run at the same location and prior to Council meetings.
- 3 The date of an extraordinary meeting of the Finance and Audit Committee will be not less than seven days from the date of notification, and the location will be the IALA Headquarters unless alternate arrangements are agreed by the Treasurer, the Secretary-General and the President, or if the meeting is to be held electronically.
- 4 In the event that the Finance and Audit Committee cannot meet in regular or extraordinary meeting and approvals are required the Committee may convene out of session by electronic means.
- 5 Meetings of the Finance and Audit Committee will be conducted in the English language.

## Article 6 - Committees and other bodies

### 6.1. ESTABLISHMENT AND FUNCTIONS

- 1 The Council may establish the Committees and other bodies it deems necessary to support the endeavours of IALA. In doing so, the Council will approve Terms of Reference for the Committee or other body, and all activity of the Committee or other body shall be conducted within those Terms of Reference.
- 2 Committees or other bodies may:
  - a study matters relevant to the aims of IALA, with the objective of preparing Standards, Recommendations, Guidelines and Manuals, and submissions to other organizations in accordance with the Work Programme approved by the Council; or
  - b address other objectives as established by the Council.
- 3 All members are eligible to participate in the Committees. The Council will determine participation in other bodies as part of the development of the Terms of Reference for those bodies, copies of which are annexed hereto.
- 4 Meetings of the Committees and other bodies will be conducted in the English language including all input and output documents.

### 6.2. APPOINTMENT OF CHAIR AND VICE CHAIR

- 1 Each Committee will have a Chair and Vice Chair appointed by the Council.
- 2 Nominations for these positions may be made by National members or the Secretary-General. When a vacancy arises, the Secretariat will inform National members of the vacancy and seek nominations in an open and timely manner, including providing advice to National members of the process for selection of the successful candidate. The Secretariat will inform the Council of all nominations and the Council will determine the successful candidate .



- 3 Chairs and Vice Chairs of Working Groups should normally be provided by National members and appointed by the Chair of the Committee. However, where appropriate they may be drawn from other members or Sister Organizations by the Chair of the Committee.
- 4 Appointments of Committee Chairs and Vice Chairs will expire at the end of each four-year work period immediately prior to an ordinary-regular General Assembly.
- 5 The term for Committee Chairs and Vice Chairs should not exceed two consecutive work periods.
- 6 Termination of the appointment of a Committee Chair or Vice Chair may be made by the Council on the advice of the Secretary-General.

**Commenté [SC6]:** Clarification that this is still the decision of the Committee Chair

### 6.3. RULES OF PROCEDURE

- 1 The Rules of Procedure for Committees shall be developed by the Secretary-General for approval by the Council and shall apply to the convening of, and conduct of business of, Committees and other bodies established by the Council if so directed by the Council.
- 2 The Rules of Procedure for Committees shall be made available to all members.
- 3 The Council may determine that a Committee or other body may establish its own rules of procedure.
- 4 Standards developed by Committees require the endorsement of Council before being submitted to the General Assembly for approval.
- 5 Recommendations, Guidelines, Manuals and any other appropriate documents produced by Committees require the approval of the Council before publication.
- 6 Submissions to other international organizations developed by Committees require the approval of the Council before they are submitted to the organizations concerned.

## Article 7 - The Secretary-General and the Secretariat

### 7.1. APPOINTMENT OF THE SECRETARY-GENERAL

- 1 In accordance with the Constitution Article 8.2.2 the Council will appoint a Secretary-General to act as legal representative and Chief Executive of IALA.
- 2 The Council, upon advice of a forthcoming vacancy in the position of Secretary-General, will empower a panel of Councillors to act as Selection Panel to fill that vacancy:
  - a the Selection Panel shall consist of the President, the Vice President, the Treasurer, the immediate past President and one other Councillor appointed by the President; and
  - b the Selection Panel shall be assisted by a suitably qualified member of the staff of the Secretariat appointed by the incumbent Secretary-General.
- 3 The Selection Panel will:
  - a review the existing position description and salary by comparison with like positions in other organizations;
  - b prepare an updated position description, vacancy notice, selection criteria, candidate assessment matrix and interview process;
  - c consult with the Finance and Audit Committee to establish an entitlements package for the position;
  - d publish the vacancy notice on the website and in other media as appropriate;
  - e determine and implement interview arrangements;



- f individually evaluate applications against the selection criteria using the candidate assessment matrix;
  - g collectively identify candidates for interview based on completion of a combined candidate assessment matrix;
  - h conduct interviews;
  - i collectively assess and rank each candidate against the selection criteria based on application and interview performance;
  - j undertake consultation with referees for short-listed candidates;
  - k enter without prejudice negotiations with the preferred candidate, including in relation to position description, employment conditions and entitlements package; and
  - l document its conduct of the above process, including a comparative assessment of short-listed candidates, and report to Council, nominating a preferred candidate.
- 4 The Council will consider the report and nomination of the Selection Panel, meeting in extraordinary session if required, and unless there is evidence of lack of good faith or dereliction of duty on the part of the Selection Panel, confirm the nomination.
- 5 The President will then take all necessary steps to finalise the appointment.
- 6 Upon the commencement of duty by the new Secretary-General the President and the Treasurer shall meet with the Secretary-General to discuss expectations, performance requirements, powers and responsibilities and to commence an induction into the operation of the organs of IALA and management of the Secretariat.
- 7 The Secretary-General shall be subject to the Staff Rules and the Secretariat Procedures to the extent that this is appropriate.

### **7.2. APPOINTMENT AND MANAGEMENT OF STAFF**

The Secretary-General shall:

- 1 Determine the requirement for, and functional organisation of, the staff of the Secretariat;
- 2 Prepare Staff Rules;
- 3 Select and engage the staff of the Secretariat in accordance with the Staff Rules;
- 4 Manage the performance of the staff of the Secretariat in accordance with the Staff Rules.

### **7.3. FUNCTION OF THE SECRETARIAT**

The Secretariat, under the direction of the Secretary-General, and in accordance with the Staff Rules and Secretariat Procedures, shall:

- 1 Handle all day-to-day administration of IALA, including the flow of information between the Secretariat and the members;
- 2 Organise and support General Assemblies and Council meetings;
- 3 Prepare Rules of Procedure and Terms of Reference for Committees and other bodies for approval by Council;
- 4 Organise and support Committee and other body meetings by (as required):
  - a hosting the meetings;
  - b providing secretarial and technical support;
  - c preparing and submitting related documents to Council; and



- d circulating meeting documents.
- 5 Establish Rules of Procedure for participation in Conferences and Symposia for approval by Council;
- 6 Organise Conferences, Symposia, seminars, workshops and other events;
- 7 Manage the finances under the direction of the Council and in accordance with the Financial Regulations;
- 8 Produce the Annual Report;
- 9 Receive, print, file and/or circulate/publish documents;
- 10 Establish, maintain and have custody of documents in the archive; and
- 11 Generally, perform all other work that may be required to support IALA's endeavours.

#### 7.4. STAFF RULES AND SECRETARIAT PROCEDURES

- 1 The conduct of ~~work~~business of the Secretariat shall be governed by Staff Rules and Secretariat Procedures established by the Secretary-General, which shall be reviewed and kept updated to ensure efficient operations are maintained.
- 2 The Staff Rules and Secretariat Procedures shall be made available to all staff.
- 3 The staff are required to implement the Staff Rules and Secretariat Procedures applicable to them and to work with the Secretary-General to ensure that the Staff Rules and Secretariat Procedures reflect safe, clear, open and sustainable working practice.

#### 7.5. WORLD-WIDE ACADEMY

- 1 The World-Wide Academy (WWA) is the vehicle by which IALA delivers training and capacity building.
- 2 The WWA is an integral part of the Secretariat, but largely independently funded.
- 3 The WWA is administered by a Dean supported by a Board.
- 4 The reports of the Board of the WWA are submitted to the Council for endorsement.

### Article 8 - Conferences and Symposia

#### 8.1. ATTENDANCE

Attendance at Conferences and Symposia shall be available as follows:

- 1 All members may attend or be represented at conferences;
- 2 The Council may approve the attendance of non-members at conferences on recommendation from the Secretary-General; and
- 3 Symposia are open to the public, upon registration.

#### 8.2. EXHIBITIONS

##### At Conferences

An exhibition of Marine Aids to Navigation equipment will be organised during each conference period. Only those Industrial members who have paid the equivalent of the contributions for the two years immediately prior to the year of the conference, plus the year of the conference, will have the right to exhibit.

##### At Symposia



An exhibition of Marine Aids to Navigation equipment will be organised during each symposium. The exhibition will be open to any entity operating in the Marine Aids to Navigation field.

### 8.3. GUIDELINES FOR THE PREPARATION

- 1 The Secretariat shall develop, for approval by the Council, Guidelines for the Preparation of a Conference or Symposium. The Guidelines shall assist the host in the planning and preparation for convening, and conduct, Conferences and Symposia.
- 2 The Guidelines shall be made available to members considering hosting a Conference or Symposium and they should to the extent possible act according to these guidelines.

### Article 9 - Amendments to the General Regulations

These General Regulations may be amended by the Council.

Any National member or the Secretary-General may propose an amendment to these General Regulations, in writing, to the Secretary-General. The Secretary-General shall after consultation with the Legal Advisory Panel ~~after consultation with the Legal Advisory Panel~~ transmit the proposed amendments and the advice from the Legal Advisory Panel to the Council for approval.

**Commenté [SC7]:** Considered necessary to emphasize that all Conferences and Symposia are organized according to the same guidelines

**Commenté [SC8]:** LAP should have the possibility to comment on any proposed change to these General Regulations



## **ANNEX A** **MEMBERSHIP RIGHTS AND BENEFITS**

<b>RIGHTS</b>	<b>NATIONAL MEMBERS</b>	<b>ASSOCIATE MEMBERS</b>	<b>INDUSTRIAL MEMBERS</b>
Vote at General Assembly	Yes	No	No
Attend General Assembly	Yes	Yes	Yes
Be elected on Council	Yes	No	No
Participate in Committee meetings	Yes	Yes	Yes
Participate in workshops/seminars	Yes	Yes	Yes
Participate in conferences	Yes	Yes	Yes
Take part in industrial exhibitions	No	No	Yes
Sponsor social events	Yes	Yes	Yes
Advertise in the IALA Bulletin	No	No	Yes
Submit editorial articles to IALA Bulletin	Yes	Yes	Yes
Sponsor developing countries' participation in events	Yes	Yes	Yes
Access restricted area of the Website	Yes	Yes	Yes



## **ANNEX B TERMS OF REFERENCE –STRATEGY DRAFTING GROUP**

### **B 1. STRATEGIC VISION**

The General Assembly adopts a Strategic Vision for IALA at each ordinary session of the General Assembly. This Strategic Vision includes goals and a set of strategies and priorities for the four-year work period.

### **B 2. OBJECTIVES**

The Strategy Drafting Group should provide high-level advice to the Council in the following areas:

- 1 The expected future developments in marine navigation and related regulatory regimes, sea transport economics, and world economic developments and the possible impact of these developments on the aim and functions of IALA.
- 2 Review of the Strategic Vision as a result of these developments and propose adjustments if needed.

### **B 3. COMPOSITION**

The Strategy Drafting Group will function under the direction of a Chair and a Vice-Chair appointed by the Council from among its members.

All Councillors and/or their representatives may take part in the work of the Strategy Drafting Group.

The Chair may also invite experts and representatives from relevant international organizations to its meetings and may further involve them in achieving the objectives of the Strategy Drafting Group.

### **B 4. DELIVERABLES**

The Strategy Drafting Group should produce regular written advice to Council in accordance with its objectives described above, and no less frequently than once per year, normally prior to a Council meeting.

### **B 5. PROCEDURES**

The Strategy Drafting Group should hold meetings at least once each year, preferably twice a year before each Council session. Meetings may be in person or by electronic means and may be held more frequently if deemed necessary by the Chair.

The Strategy Drafting Group should make use of electronic tools (e-mail, correspondence groups, discussion forums, teleconferences/computer conferences etc.) to augment regular meetings, as required, to progress the work.

The Chair may create sub-groups or make use of other Council advisory groups to facilitate the tasks of the group. Any sub-group is to operate at the direction of the Chair or Vice-Chair.

Secretariat support for the Strategy Drafting Group will be provided by the Secretariat at the direction of the Secretary-General.



## **ANNEX C TERMS OF REFERENCE – LEGAL ADVISORY PANEL**

### **C 1 INTRODUCTION**

At the 36<sup>th</sup> Session of the Council (Strategy Group – June, 2005) the Council approved the establishment of a Legal Advisory Panel (LAP) to advise IALA on legal issues in support of its aim.

### **C 2 OBJECTIVES**

The role of the LAP is to provide legal support and advice to the Council, the Committees, the Secretariat and other bodies of IALA.

Its scope can include:

- 1 Providing legal support to the Council as required;
- 2 Responding to issues and concerns that may be raised through the Secretariat;
- 3 Responding to requests from Committees and other bodies for legal advice;
- 4 Providing IALA with information on legal issues that result, or may result from, providing guidance to the membership in the provision of Marine Aids to Navigation services;
- 5 Preparing draft documentation/guidelines on items of common concern;
- 6 Identifying where external legal advice may be needed and assisting with the preparation of requests/briefs for such advice, as appropriate;
- 7 Reviewing, updating, advising and reporting to the Council on the IALA and WWA Risk Registers;
- 8 Providing a forum to discuss legal matters of common interest.

### **C 3 COMPOSITION**

Participation is open to all National members.

The Chair may also invite representation at meetings from relevant International Organizations, experts and such other bodies as may assist the LAP in its work.

### **C 4 DELIVERABLES**

The LAP shall deliver reports of each of its meetings to the Council.

The LAP shall draft documentation/input to all IALA bodies and other organizations as required.

### **C 5 PROCEDURES**

The LAP will normally meet twice a year. Meetings may be held more frequently, if deemed necessary by the Chair and agreed by the Secretary-General. Intersessional meetings may be arranged.

The LAP will also make use of electronic tools to augment such meetings, as required to progress its work.

Submissions of input papers from Committees and other bodies received later than one month before the meeting will be subject to the approval of the Chair.



## **ANNEX D TERMS OF REFERENCE – POLICY ADVISORY PANEL**

### **D 1 INTRODUCTION**

A Policy Advisory Panel shall be established to provide policy advice for consideration by the Council and to co-ordinate the work of the Committees.

### **D 2 OBJECTIVES**

The Policy Advisory Panel will:

- 1 Consider and advise the Council and the Secretariat on policy and strategy matters concerning the development and harmonisation of Marine Aids to Navigation systems, with specific emphasis on the Strategic Vision.
- 2 Co-ordinate the work of the Committees and provide a forum for Committee Chairs to share progress, challenges and operations of the Committees to provide a collegiate delivery of the various work plans with the Secretariat.
- 3 Carry out such other work as the Council may from time to time require.

### **D 3 COMPOSITION**

The membership of the Policy Advisory Panel will be as follows:

- Secretary-General;
- Deputy Secretary-General (Chair);
- Chairs of all Committees;
- Vice Chairs of all Committees;
- Chair of Legal Advisory Panel;
- Dean World-Wide Academy;
- Representative of the Industrial Members [Committee];
- Technical Operations Manager;
- Events and Documents Co-ordinator;
- Committee Secretaries.

Other participants may be invited by the Chair to participate, to provide specialist advice.

The Chair of the Policy Advisory Panel will be the Deputy Secretary-General.

The Secretariat will appoint a Secretary to the Policy Advisory Panel to record meetings and provide such other support to the Panel as may be required.

### **D 4 DELIVERABLES**

The Policy Advisory Panel will produce a written report of each meeting and the Chair will report the advice of the Policy Advisory Panel to the Council at the next Council meeting after a meeting of the Policy Advisory Panel.



## D 5 PROCEDURES

The Policy Advisory Panel should ordinarily hold meetings at least twice each year. Meetings may be in person or by electronic means and may be held more frequently if deemed necessary by the Chair.

The Policy Advisory Panel should make use of electronic tools to augment regular meetings, as required, to progress the work.



## **ANNEX E** **COUNCIL DECISION ON THE IALA WORLD-WIDE ACADEMY<sup>1</sup>**

### **DECISION**

#### **Aims and Functions of the IALA World-Wide Academy**

##### **THE COUNCIL,**

**RECALLING** that the aim of IALA is to foster the safe and efficient movement of vessels through the improvement and harmonisation of Marine Aids to Navigation worldwide, and by other appropriate means;

**RECOGNIZING** that the recruitment, selection and training of suitable personnel are a pre-requisite to the provision of professionally qualified personnel capable of contributing to safe and efficient marine operations;

**RECOGNISING ALSO** that training in all aspects of aids to navigation (AtoN) delivery – from inception to installation, to maintenance and life-cycle planning – is critical to the consistent provision of an AtoN service;

**RECOGNISING ALSO** the work done by IALA on the development of training for AtoN managers, technicians and VTS personnel;

**RECOGNIZING ALSO** that there is considerable knowledge and expertise within the IALA community that could be shared to assist authorities in meeting their International Maritime Convention obligations for safety of navigation and for the provision of Marine Aids to Navigation;

**NOTING** that delivering capacity building and training in the field of safety of navigation and provision of Marine Aids to Navigation to nations in need is part of the role of IALA according to its Constitution;

**RECALLING** the Decision taken at the 52nd IALA Council regarding Aims and Functions of the IALA World-Wide Academy (The Academy).

##### **DECIDES THAT:**

- 1 The Academy, the vehicle by which IALA delivers training and capacity building, is an integral part of the IALA Secretariat.
- 2 The aims of the Academy are:
  - to participate in the development of IALA model courses on all aspects of aids to navigation training; to encourage their use by all National authorities and to administer the accreditation system for National authorities responsible for such training in accordance with published IALA Recommendations and Guidelines, and their associated model courses;
  - to develop and manage systematic aids to navigation capacity building, where appropriate through joint activity with other International Organizations as part of the United Nations 'Delivering as One' capacity building strategy, to enable National Authorities to meet their obligations under International Maritime Conventions.
- 3 The objectives of the Academy are:
  - to facilitate the development of IALA model courses for aids to navigation training;
  - to develop and manage the system of IALA accreditation of training activities;
  - to facilitate education and training for personnel with responsibility for aids to navigation particularly in key target regions as defined in the Academy Master Plan;
  - to deliver Level 1 AtoN Manager courses when appropriate;

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<sup>1</sup> IALA Council session 62 – June 2016



- to establish and manage systematic aids to navigation capacity building, particularly in key target regions as defined in the Academy Master Plan;
  - to provide assistance to enhance the knowledge and expertise of personnel with responsibility for aids to navigation, at both the managerial and technician levels, so as to achieve a resilient competence in a defined target region;
  - to encourage and where appropriate publicise research and development initiatives to improve the efficiency and safety of maritime navigation; and
  - to develop and maintain an Academy alumni association and promote IALA activities through that alumni association.
- 4 The Academy is administered by a Dean supported by a Board.
- 5 The role of the Academy Board is:
- to maintain a global view of maritime AtoN training and capacity building needs;
  - to approve and oversee the Master Plan with the strategy and delivery of the Academy's two key deliverables of training and capacity building and annual programme by:
    - an analysis of the outcomes and recommendations of capacity building activities;
    - prioritising applications for capacity building and training activity assistance from third parties;
    - negotiating future financial support with existing sponsors; and
    - identifying and pursuing potential sponsorship opportunities.
  - to approve and monitor the Academy budget and ensuring that the independence of Academy funding from the general IALA budget is maintained;
  - to provide the IALA Council with the reports of its meetings for endorsement.
- 6 The Academy Board consists of:
- a Chairperson nominated by the Council among the Board Members
  - the Secretary-General of IALA;
  - the Dean of the Academy;
  - up to six 6 members appointed by the IALA Council for a period of 4 years, renewable;
- When appropriate, the Board may invite external advisers with relevant specialist skills.
- The Board shall meet twice a year, at least one month before the next Council meeting.
- If necessary, Board members may be consulted by mail or other electronic means of communication.
- 7 The Dean who is a member of the IALA staff, is assisted by permanent or temporary officers, as well as by any of IALA's components when needed.
- 8 The budget of the Academy is funded largely from direct or in-kind sponsorship from external donors. It covers:
- Administrative and General Expenses including:
    - Academy Staff salaries or fees;
    - social charges for Academy salaries;
    - travel and subsistence for Academy staff;
  - Board Member overheads and travel and subsistence costs;



- IALA Secretariat services comprising:
  - office space, furniture, fittings, utilities and cleaning services;
  - access to the IALA internet; telephone services and IT support;
  - maintenance charges for the Academy page of the website;
  - accounting and audit services relating to budget management and monthly reports, and the administration and payment of professional services and expenses for Academy staff and experts;
  - routine stationery, office supplies, postage and courier charges; and
  - secretarial staff support.
- operational expenses including:
  - capacity building activities listed in the annual Board-approved Plan;
  - training activities listed in the annual Board-approved Plan;
  - professional fees and travel and subsistence costs for IALA experts conducting either capacity building or training missions approved by the Dean and listed in the annual Board-approved Plan.

At the end of the financial year, unexpended funds are to be recorded on the balance sheet and are carried over to the following year for continued project implementation according to the approved Master Plan.

- 9 The present Decision annuls and replaces the Decision adopted by the Council in December 2015 at its 61<sup>st</sup> session.



# FINANCIAL REGULATIONS



## Article 1 - Application

These Financial Regulations shall govern the financial administration of IALA.

The financial administration shall be executed in accordance with its legal status and with the Constitution and the General Regulations.

## Article 2 - Financial Governance

### 2.1. ROLE OF THE COUNCIL

The Council, upon advice of the Finance and Audit Committee (FAC) and the external auditor, shall:

- 1 Approve the budget for the current year and examines the forecast for the following three years;
- 2 Note the annual audited Statutory Report on the financial statements;
- 3 Determine the rates of membership contributions; and
- 4 Decide on suspension or termination of membership for non-payment of contribution.

### 2.2. ROLE OF THE FAC

The FAC shall meet twice a year (usually at the same location and prior to the Council meetings) and shall:

- 1 Examine the annual audited financial statements;
- 2 Consider the budget for the current year and examines the forecast for the following three years;
- 3 Provide advice to the Council and to the Secretary-General on any audit observations or findings related to finances;
- 4 Recommend the rates of contributions for the following year; and
- 5 Consider any other matters referred to it by the Council.

### 2.3. ROLE OF THE TREASURER

The Treasurer shall be the Chair of the FAC and:

- 1 Shall maintain close relationship with the Secretariat;
- 2 Shall examine the accounts and submit them to the FAC and the Council; and
- 3 May authorize expenses not provided for in the budget, within certain limits.

### 2.4. ROLE OF THE SECRETARIAT

The Secretariat, in accordance with the Staff Rules and Secretariat Procedures, shall:

- 1 Maintain the accounts and control the financial records (for both IALA and WWA's activities);
- 2 Monitor the budget approved by the Council;
- 3 Liaise with the chartered accountant for the closure of the accounts and the preparation of the annual financial statements;
- 4 Manage the audit; and
- 5 Advise the Secretary-General and/or the Treasurer on financial matters.

### 2.5. OTHER CONSIDERATIONS

An external auditor must be engaged to check the financial management and a chartered accountant shall be engaged to assist the Secretariat with accounting management and pay-roll.



IALA finances shall be managed in accordance with the Host Nation's accounting standards.

The operating currency shall be the Euro.

### Article 3 - The Financial Period

The financial year shall run from 1<sup>st</sup> January to 31<sup>st</sup> December.

### Article 4- Budgets

The consolidated budget consists of the IALA budget, covering all expenses not related to the World-Wide Academy (WWA), and the WWA budget.

#### 4.1. THE IALA BUDGET

The IALA budget shall be drawn up on a four-year basis. Budget estimates for each year shall be shown separately.

The Secretary-General shall operate within the limits of the budget approved by the Council. However, the Secretary-General may adjust allocations within the approved budget, especially in the case of major unplanned expenditure or substantial modification in the number of members. A revised budget shall be submitted to the FAC for recommendation to the Council, to reflect changes or necessary adjustments. Any transfers of allocations between different categories of expenditure specified in the budget shall be reported, with the necessary justification, to the FAC.

No further commitment to expenditure against the approved budget may be incurred after the close of the financial period. Outstanding obligations against the approved budget must be met within three months of the close of the financial year.

#### 4.2. THE WWA BUDGET

The WWA budget shall be drawn up on a one-year basis in accordance with article 12 of the Financial Regulations.

The annual Master Plan established by the WWA Board which reflects the major activities of the WWA, serves as a basis for the budget of expenses.

A close monitoring of the finances shall be conducted by the WWA Board members twice a year to ensure that the WWA carries out its Work Programme and adheres to its budget within the limits of the financial resources made available by the various sponsors. Activities may be cancelled should the resources prove insufficient

### Article 5 - Income & Expenditure

#### 5.1. IALA'S ACTIVITIES

In accordance with the provisions of the Constitution, IALA's activities are principally funded by membership contributions, grants and gifts as generally permitted by law.

The expenses shall be comprised of budget headings, as follows:

- 1 Personnel costs;
- 2 Operating costs; and
- 3 Capital costs.

Each heading may be further subdivided, as necessary.



Full and accurate records of all income and expenditure, including supporting documentation for expenditure, shall be kept. These records shall conform to standard accounting practices. The Secretariat shall maintain an archive of financial records.

No payment greater than permitted by the law of the Host Nation shall be accepted in cash.

Details of income and expenditure shall be shown separately in the financial records of IALA.

## 5.2. THE WORLD-WIDE ACADEMY'S ACTIVITIES

### Income

Voluntary contributions or in-kind sponsorship from external donors constitute the main source of income. The donations may take the form of:

- 1 A one-time general-purpose sponsorship (used for small donations);
- 2 An annual general-purpose sponsorship (used to support the core functions of the Academy);
- 3 A one-time sponsorship for a specific purpose (e.g. the participation of an individual in an event); or
- 4 An annual sponsorship for several specified purposes (detailed in a proper multi-year agreement).

### Expenses

The expenses shall cover different areas of activities of the Academy such as Education and Training, Capacity Building, Research and Developments and other academy related activities.

## Article 6 - Procurement

All funds shall be under the operational control of the Secretary-General.

The Secretary-General may designate, in writing, members of the Secretariat as line managers for the purpose of these Financial Regulations.

Expenditure up to 2,000 Euros may be approved by a line manager. Expenditure may only be approved when the approving officer is satisfied that the services, supplies or equipment will be or have been received in accordance with the contract, agreement, purchase order or other form of commitment.

Payments of 2,000 Euros or more require the approval of the Secretary-General, recorded by any appropriate means.

Purchases of 10,000 Euros or more require the calling of tenders in accordance with the procurement policy in the Staff Rules and Secretariat Procedures.

Sufficient supporting documentation, explanation and justification for all expenditure must be kept in the records of the Secretariat for production to the Secretary-General, the FAC or an Auditor.

## Article 7 - Financial Statements

After the closing of the annual accounts, a complete ~~s~~Statutory ~~r~~Report on the financial statements is prepared by the chartered accountant and audited by the external auditor. This report is made on a consolidated basis and reflects both IALA and WWA's activities. It consists of:

- 1 the consolidated Balance sheet (common to both activities)
- 2 the consolidated and differentiated Income statements,
- 3 Explanatory notes; and
- 4 As an annex, a table related to the depreciation of assets, a listing of the provisions and a statement of receivables and payables.

This report is made available on the website.

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Mis en forme : Police :Non Gras



## Article 8 - Cash Reserve

To ensure the financial stability of IALA and to avoid any financial difficulties, IALA will maintain a cash reserve. The value of the cash reserve shall be no less than four months of the annual budget but may be greater according to IALA's financial requirements as agreed by the Secretary-General and the FAC.

## Article 9 - Annual Contributions

The Council, no later than July each year, and upon recommendation of the FAC, shall determine the annual rate of contribution, for each of these three categories of members: National, Associate and Industrial.

The FAC shall take the following matters into account when recommending the rate of contribution for each category:

- 1 The requirement that the revenue and the expenditure in the budget shall be balanced;
- 2 The recovery rate of the collected contributions;
- 3 The global economic situation;
- 4 The rate of inflation in the Host Nation; and
- 5 The planned or anticipated exceptional expenditure.

~~The rate of contribution shall be the same for each member in each category.~~

Commenté [SC9]: See in the General Regulations Art. 2.4.2

The Secretariat, after the Council has approved the rate of contributions and no later than 31<sup>st</sup> October each year, shall send an invoice for annual contributions for the following year to each member.

The due date for payment is 31<sup>st</sup> January of the next year.

For new members the following rates of contribution shall apply:

- 1 National members shall pay a full annual contribution regardless of the date at which their application to join IALA is accepted.
- 2 Industrial and Associate members shall pay:
  - a A full annual contribution for applications accepted between 1<sup>st</sup> January and 30<sup>st</sup> June; or
  - b Half the annual contribution for applications accepted between 1<sup>st</sup> July and 31<sup>st</sup> December.

## Article 10 - Unpaid Contributions

In the case of unpaid contributions, the Secretariat will apply two different processes according to whether the member in arrears is a National member, or an Associate or Industrial member:

- 1 For Industrial and Associate members, IALA shall:
  - a On approval by the Council, suspend membership rights in accordance with the table at Annex A of the General Regulations if no payment is received by 1<sup>st</sup> July of the financial year;
  - b Advise the Council, at its second annual session, of unpaid contributions; and
  - c On approval by the Council, terminate membership if the contributions remain unpaid after membership rights have been suspended and the member has not contacted the Secretariat to agree a payment schedule.
- 2 For National members:
  - a The Secretariat will request payment by 1<sup>st</sup> June of the financial year.

- b If no payment is received by 1<sup>st</sup> July the Secretary-General will contact the member, requesting payment and inviting the member to discuss any difficulties that would justify IALA considering a payment plan.
- c If no payment is received by 1<sup>st</sup> February of the following year the Secretary-General will, until June of the same year, establish contact with the member's senior executives to encourage payment action.
- d If the contribution remains unpaid and the member has not entered into negotiation with IALA the Secretary-General will inform the Council of the unpaid contribution.
- e The Council may suspend membership rights or terminate membership with effect from 31<sup>st</sup> December of the year following the year the payment fell due.

Any member deprived of its rights and benefits in accordance with the above will be able to regain full membership status at any time upon payment of the entire amount in arrears.

For a National member, total or partial cancellation of the debt may be granted by the Secretary-General who will inform the FAC and the Council with justifications.

Outstanding contributions will be shown in tables annexed to the financial statements.

### Article 11 - Dedicated Funds

Dedicated funds may be established by the Secretary-General for the execution of specific programmes or projects, provided that the purposes are consistent with the aim and objectives of the organization. The purpose and limits of each dedicated fund shall be clearly reported to the Council.

The financial resources needed to establish a dedicated fund may come from subventions, donations or voluntary cash contributions received from a third party. The precise terms and conditions governing voluntary contributions may take the form of a formal agreement, contract or an exchange of letters, and are to be signed by the parties concerned.

Any monies remaining unused when a programme or project is terminated shall be used as stipulated in the respective agreement, and if not so stipulated, for the general purposes of IALA unless the Secretary-General determines otherwise.

A specific budget shall be prepared for each fund and the final result of the year for each dedicated fund shall be shown separately in the financial statements.

Any dedicated funds shall be audited in accordance with the relevant provisions in Article ~~14~~3.

### Article 12 - World-Wide Academy Fund

The WWA fund constitutes a dedicated fund available for the execution of programmes, established by the Dean and approved by the WWA Board.

Every year, a repayment may be done by the WWA to IALA with regard to Secretariat support at a rate decided by the Secretary-General after consultation of the WWA Board. This repayment constitutes an income for IALA and an expense for the WWA in their respective budgets.

The WWA fund must be administered in accordance with Article 11.

### Article 13 - Industrial Members Committee Reserve

A reserve is created in the Balance Sheet to cover the expenses related to the main events and duties of the Industrial Members Committee (IMC).



This reserve is established as a dedicated long-term source of funds available to IALA for expected expenditure foreseen every 4-years at the occasion of the IALA Conferences (including the Industrial members' exhibition).

The reserve may be increased if necessary based on a budget prepared by the IMC. After the IALA Conference, any unused money shall remain in the reserve for the next 4-years period.

In the interval between two Conferences, regular operational expenses shall be made directly from the general IALA budget of Expenditure, approved by the Council.

The funds of the IMC remain under the control of IALA.

#### Article 14- External audit

An external auditor shall be appointed by the Council and shall perform, in accordance with professional standards applicable, the specific verifications required by law of the Host Nation.

The appointment shall be for a period of six years and may be renewed.

The auditor is in charge of:

- 1 reviewing the annual financial statements and making necessary corrective modifications;
- 2 issuing an Audit report;
- 3 making observations with respect to the efficiency of the financial procedures and the accounting system;
- 4 examining risks and controls within the financial governance arrangements; and
- 5 making appropriate recommendations for improvement.

In addition to the above, the Council may request the external auditor to perform specific investigations and issue separate reports on the results.

The audited Statutory Report on the financial statements (including notes and annexes) shall be submitted to the first Council meeting each year and shall be made available to members via the website.



# TERMS OF REFERENCE AND RULES OF PROCEDURE - COMMITTEES



## 1. INTRODUCTION

### 1.1. PURPOSE

The purpose of a Committee is to study matters relevant to the aim of IALA with the objective of preparing draft standards, recommendations, guidelines, manuals and any other relevant documents.

Draft documents become official documentation after approval by the Council or the General Assembly in the case of standards and are then made available by the Secretariat on the website for public use.

### 1.2. STRATEGIC VISION

The work of every Committee should be planned and structured to meet the goals and strategies of the Strategic Vision and take account of any shorter-term priorities.

Each draft document to be created by a Committee must be essential to meeting the goals and priorities of the Strategic Vision.

## 2. TERMS OF REFERENCE

A Committee should carry out its work in accordance with the following Terms of Reference:

- 1 ~~The Committee should work to thea work programme -which has been approved by the Council showing the deliverables as draft documents, -and this work programme should clearly show the deliverables as the draft documents indicated in 1 and 2 above.~~
- 2 The Committee should prepare draft standards, recommendations, guidelines, manuals and any other ~~appropriate papers~~relevant documents.
- 3 These documents should be directed to meeting the goals of the Strategic Vision, with effort concentrated on documents required by the content of the priorities for the current work period in the Strategic Vision.
- 4 ~~The Committee should work to a work programme which has been approved by the Council, and this work programme should clearly show the deliverables as the draft documents indicated in 1 and 2 above.~~
- 4 The Committee's progress with its work and achievement of its deliverables should be reported to the ~~Council and the Policy Advisory Panel (PAP)~~Policy Advisory Panel (PAP) and the Council at regular intervals.

**Commenté [SC10]:** I think in real life the work program has much more relevance on the work of the Committees than the Strategic Vision. Within the aims of the work programme the goals of the Strategic Vision will be incorporated. This should be reflected in the ToR

## 3. RULES OF PROCEDURE

### 3.1. ESTABLISHING A COMMITTEE

The Council may establish one or more Committees to support the endeavours of IALA and fulfil the Goals and Priorities of the Strategic Vision. The Secretary-General may provide advice to the Council to assist its decisions. ~~The establishment of the Committees is accompanied by the implementation of the work program which defines the schedule for the Committees in the current work period according to 3.5.6.~~

### 3.2. COMMITTEES FOR THE CURRENT WORK PERIOD

For the current work period, four Committees have been established by the Council. These are as follows:

- ARM – Aids to Navigation Requirements and Management Committee;
- ENAV – e-Navigation, Information Services and Communications Committee;
- ENG – AtoN Engineering and Sustainability Committee; and

**Commenté [SC11]:** Again clarification of the work program it. If there will be a next change of the IALA Constitution, this should be added to the tasks of the Council under Art. 8.2.3 of the Constitution

VTS – Vessel Traffic Services Committee.

LAP21-10





### 3.3. WORKING GROUPS

#### 3.3.1. ESTABLISHING WORKING GROUPS

The work of a Committee may be facilitated by the use of Working Groups. The creation of a Working Group, and the appointment of the Working Group Chair and Vice-Chair are at the discretion of the Committee Chair.

A Working Group will be an integral part of its parent Committee and will meet during the same week as the Committee.

#### 3.3.2. INTER-SESSIONAL MEETINGS OF WORKING GROUPS

An inter-sessional meeting of a Working Group (that is a Working Group meeting held between two meetings of the parent Committee) may be used to enable faster progress of a specific work item.

An inter-sessional meeting of a Working Group requires the approval of the Secretary-General. The meeting should be held at IALA Headquarters unless an alternative location is approved by the Secretary-General.

### 3.4. OFFICERS

Each Committee will have a Chair and a Vice-Chair appointed by the Council in accordance with [Article 6.2 of the General Regulations supported by a Committee Secretary provided from the IALA Secretariat](#). ~~the General Regulations Article 6.2~~

With the approval of the Committee, the Chair may appoint rapporteurs to regularly provide advice to the Committee on specific matters that have an impact on, or influence the work of, the Committee and the provision of Marine Aids to Navigation services.

### 3.5. MEETINGS

#### 3.5.1. PLACE AND DURATION OF MEETINGS

Committee meetings are held at IALA Headquarters. Exceptionally they may be held elsewhere, with the approval of the Secretary-General.

The duration of a Committee meeting is normally five days, with the daily schedule being decided by the Committee Chair.

#### 3.5.2. SCHEDULE OF MEETINGS

Committees meet normally twice per year. The meeting dates of all Committees for a given year are proposed by the PAP and approved by the Secretary-General at least one year in advance and such dates are advertised to all members through the website.

#### 3.5.3. NOTICES TO MEMBERS AND REGISTRATION OF ATTENDANCE

The Secretariat will inform all members of the date of each Committee meeting by e-mail. Notices will be sent three months in advance and again one month in advance, and dates will also be available on the website.

Members intending to send participants to a meeting should advise the Secretariat of the participants' details by the means of online registration through the website.

#### 3.5.4. ACCOMMODATION NEAR IALA HEADQUARTERS

Participants are responsible for arranging their own accommodation and transport during a Committee meeting, but the Secretariat will advise of accommodation options and of special rates if available.

The Secretariat provides details of transport to IALA Headquarters on the website.

Commenté [SC12]: What about the support by the Secretariat?



### 3.5.5. PARTICIPATION

Every National, Associate or Industrial member may send one or more representatives to participate in a Committee meeting. Honorary Members may also take part in Committee meetings.

A sister organization (IHO, IAPH, IMPA, IHMA, PIANC, CIRM, etc.) may be represented on a Committee, subject to the approval of the Secretary-General.

When it would be beneficial to the work of a Committee, individuals from academic, scientific, research or other relevant organizations may be invited by the Secretary-General to attend a meeting for a specific purpose.

Committee participants should ensure that they:

- 1 act honestly and in good faith, with a view to upholding the best interests and purpose of IALA;
- 3 advise the Committee of a perceived, potential, or actual conflict of interest and withdraw from discussion of that particular item, if appropriate;
- 4 do not conduct any commercial activity during meetings; and
- 5 keep IALA [Standards, Recommendations, Guidelines, Manuals and other appropriate papers](#); ~~ALA documents~~ ~~products~~ free from ~~unresolved or unreasonable~~ ~~from unresolved or unreasonable~~ intellectual property rights issues and claims.

### 3.5.6. WORK PROGRAMME

The Work Programme is a single document approved by the Council and common to all Committees. Each Committee should work to the work programme in a timely and effective manner.

The work programme may be changed [by the Council](#) when the goals, strategies, or priorities of the Strategic Vision change.

### 3.5.7. TASKWORK PLAN

Each Committee Chair should develop a [taskwork](#) plan for his/her Committee to fulfil the tasks assigned to it by the work programme. The following factors should be taken into account when the [task-work](#) plan is developed:

- 1 the number of meetings available to the Committee during the four-year work period, which is the time between Conferences;
- 2 the order in which the work should be undertaken.

In responding to the items on the work programme, the Committees should endeavour [to](#):

- 1 use standardised terms and definitions, as defined in the IALA Dictionary and other relevant documents;
- 2 refer to the concepts of risk assessment and quality management in Marine Aids to Navigation in all aspects of the work of IALA.

### 3.5.8. DECISIONS

Where agreement by a Committee on a specific matter is needed then agreement by consensus is preferred. If a vote is required, then in all cases, a decision at a meeting will be by a simple majority of the IALA members represented at the time of the vote. Only one vote per member is permitted. The Chair has a casting vote if needed and will announce the decision.

**Commenté [SC13]:** Is that enough?

Would it be necessary to include cross-checks with documents from other committees and documents from their own committee to avoid contradictions, consider careful wording in relation to possible legal issues



## 3.6. MEETING DOCUMENTS

### 3.6.1. AGENDA

Agenda items will depend upon the specific topics to be addressed during the particular meeting to which the Agenda refers. The topics to be addressed will be determined by the Chair, assisted by the Vice Chair and the Secretary to the Committee, taking into account the Strategic Vision, the Committee Structure, and the work programme.

### 3.6.2. INPUT DOCUMENTS

Input documents for a Committee meeting should be sent to the Secretariat not later than one month before the meeting and will be published on the member section of the website, no later than two weeks before the meeting. Submission of input documents received later than one month before the meeting will be subject to the approval of the Committee Chair.

Input documents should conform to a standard template, available from the website.

Documents for consideration at a meeting will be numbered by the Secretariat in a way that indicates the meeting number, the agenda item to which they refer and the description.

Any member may submit a document addressing any item on the work programme.

### 3.6.3. WORKING DOCUMENTS

Working documents are documents to be carried over to a subsequent meeting.

### 3.6.4. OUTPUT DOCUMENTS

Output documents are documents completed by the Committee.

### 3.6.5. REPORT

The report of a Committee meeting should be agreed by the Committee, endorsed by the Committee Chair, and made available for members on the website by the Secretariat without delay.

The report should follow a template approved by the Secretariat.

### 3.6.6. DOCUMENT QUALITY ASSURANCE

Draft standards, recommendations, guidelines manuals and other relevant documents, created by a Committee, should follow a quality assurance process to ensure that both content and presentation reflect expected standards. This process has the following steps:

- 1 the Chair and Vice-Chair of the Committee are actively involved throughout the development process. The Secretariat (Secretary to the Committee) is involved throughout the development process for format and editorial review;
- 2 once completed by a Committee, an output document proceeds through a quality assurance check via the Secretariat including final formatting, and is then sent to the Council for review and approval;
- 3 before approval by the Council, an output document must be watermarked 'Draft' on each page;
- 4 after approval by the Council, the document is placed on the Website with public access;
- 5 members are notified of newly approved documents.



# CONSTITUTION AND BYE-LAWS OF THE INDUSTRIAL MEMBERS' COMMITTEE

as approved by the General Assembly of all Industrial Members on 29 September 2008



## Article 1- IALA Industrial Membership

The Industrial Members of the International Association of Marine Aids to Navigation and Lighthouse Authorities (IALA) comprise all those companies or individuals that are 'Industrial Members of IALA' in accordance with Article 5 of the Constitution of IALA.

Each Industrial Member shall nominate one person ('representative') as its representative in all matters concerning IALA.

## Article 2 - Industrial Members' Committee

The Industrial Members are represented by the Industrial Members Committee (IMC) comprising a minimum of five members (Committee Members).

The IMC is elected at the General Assembly of Industrial Members held on the occasion of each IALA Conference.

The Headquarters of the IMC are in Saint Germain en Laye, France.

## Article 3 - IMC Objectives

The special tasks of the IMC are as follows:

- 1 Informing Industrial Members about all important decisions and events in IALA, calling the IMC General Assembly and such other meetings as the IMC consider necessary to call from time to time.
- 2 Maintaining liaison with the IALA Secretariat and Council.
- 3 Discussing matters relevant to the field of activity of IALA with special consideration for the interest of Industrial Members.
- 4 Promoting involvement of Industrial Members in IALA committee's work.
- 5 Administering the IMC funds which are received from IALA and elsewhere and used to finance all matters of common interest to Industrial Members.
- 6 Organising an industrial exhibition at IALA Conferences in collaboration with the host country.
- 7 Organising an Industrial Members' evening on the occasion of each IALA Conference.

## Article 4 - IMC Membership

At least five Committee Members of the IMC shall be elected by voting with a simple majority as follows:

- 1 Committee Member elected by the Industrial Members in the Americas region. (Regional Representative)
- 1 Committee Member elected by the Industrial Members in the Asia and Oceania region. (Regional Representative)
- 1 Committee Member elected by the Industrial Members in the Europe and Africa region. (Regional Representative)
- 1 Committee Member elected by the Industrial Members of the country wherein the next IALA Conference will be held

1 or 2 Committee Members elected by all Industrial Members after the other four have been elected After election of the IMC Committee, a second election shall take place to provide an alternative firm to substitute for the elected firm from the Americas, Asia and Oceania or Europe and Africa should a member firm resign or not be able to continue on the Committee.



## Article 5 - IMC Officers

Immediately after their election at the General Assembly held on the occasion of an IALA Conference, the newly elected Committee Members shall meet and vote for their officers: President; Vice President; and, Secretary-Treasurer.

The President should normally be from the country that will host the next IALA Conference. In the event of a representative leaving his company, the Industrial Member concerned may nominate an alternate to take place of the resigning representative.

## Article 6 - Duties of IMC Officers and Regional Representatives

The collective duty of IMC Officers is to represent the interest of all Industrial Members.

The individual duties of IMC Officers are:

**President:** The Head of the IMC, responsible for:

- chairing IMC meetings and General Assemblies of Industrial Members;
- ensuring that the interests of the Industrial Members are taken into consideration by IALA at all times;
- ensuring the objectives of the IMC are met;
- ensuring that two signatories are required to authorise expenditure from the Industrial Members revenue.

**Vice President:** Deputy Head of the IMC, responsible for:

- providing such assistance to the President as is necessary to ensure the smooth running of the IMC;
- deputising for the President as and when necessary.

### Secretary-Treasurer

Responsible as Secretary for:

- in consultation with the President, preparing draft agendas for meetings of the IMC and General Assemblies of Industrial Members;
- preparing and distributing reports of IMC meetings and General Assemblies of Industrial Members;
- correspondence, literary work and obtaining information on matters relating to the IMC and the interests of the Industrial Members;
- liaison with the IALA Secretariat and requesting the dissemination of information for Industrial Members through the web site or other media;
- communications between the IALA Secretariat and Industrial Members on matters of policy and principle that impinge upon the interests of any Industrial Member(s);
- bringing to the attention of the Secretary General concerns of a general nature to Industrial Members on matters under discussion in IALA Committees.

Responsible as Treasurer for:

- the safe keeping and control of the Industrial Members' funds, including receiving and disbursing revenue as directed by the IMC.

**Regional representatives:** responsible for:

- keeping Industrial Members in their region informed of the activities of the IMC;

- bringing to the attention of the IMC concerns of Industrial Members in their region.

## Article 7 - Observers

### IMC Observers to the Council

The Council may appoint one to two of ~~IMC~~ members to attend meetings of the IALA Council as Observers.

IMC Observers to the Council are responsible for:

- bringing the views of the IMC to the attention of the Council on matters discussed during Council meetings;
- reporting the outcome of Council meetings to the IMC.

### Observers to meetings of the IMC

The IALA Secretary-General is a permanent Observer at meetings of the IMC. The Secretary General may be accompanied by ~~other~~ members of the Secretariat, Committee chairs or Council members.

The IMC may invite other Observers to its meetings when their attendance would be of benefit to the Council.

## Article 8 - Dues and Assessments

- 1 Industrial Members' dues must be paid by no later than March 31<sup>st</sup> in the year they are due.
- 2 The portion of the Industrial Members' dues that is to be paid into the Industrial Members funds shall be transferred to the Treasurer not later than:
  - a June 31<sup>st</sup> of the year they are paid, if received by March 31<sup>st</sup>; or
  - b December 31<sup>st</sup> of the year they are paid if received after March 31<sup>st</sup>.
- 3 If dues are not paid, all privileges of Industrial Membership will be discontinued in accordance with Art. 10 of the Financial Regulations until such is paid and the firm will not be allowed to advertise in the IALA Bulletin.

## Article 9 - IMC Meetings

Meetings will normally be held at the Headquarters of the IMC. However, during the preparation for an industrial exhibition in conjunction with an IALA Conference, one meeting should be held in the host city.

All members of the IMC will be reimbursed for economy full fare air travel to IMC meetings outside of their region for a maximum of four (4) meetings between IALA Conferences.

## Article 10 - Amendments to the IMC Constitution and Bye-Laws

Amendments to the Constitution and Bye-Laws can only be made by a two-thirds majority of members represented at a General Assembly to which all Industrial Members have been invited.

## Article 11 - Approval

Amendments to the Constitution and Byelaws approved by a General Assembly in accordance with Article 11 shall become effective six months after the date of the closure of the General Assembly unless a minimum of twenty (20) Industrial Members have indicated in writing to the Secretary during the six-month period that they object to the amendments.

Commenté [SC14]: Where does that come from? Is that acceptable?

Commenté [SC15]: ???

LAP21-10



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International Association of Marine Aids to Navigation and Lighthouse Authorities  
Association Internationale de Signalisation Maritime