

## **BASIC DOCUMENTS**



# **INTERNATIONAL ASSOCIATION OF MARINE AIDS TO NAVIGATION AND LIGHTHOUSE AUTHORITIES**

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## **CONSTITUTION**

# **INTERNATIONAL ASSOCIATION OF MARINE AIDS TO NAVIGATION AND LIGHTHOUSE AUTHORITIES**

# IALA 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 Aids to Navigation” referred to in the present Constitution should be understood to be a device, system or service, external to vessels, designed and operated to enhance safe and efficient navigation of individual vessels and/or 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 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 aids to navigation;
- formulating and publishing appropriate recommendations, standards and guidelines, manuals and other appropriate papers;
- encouraging IALA 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 organisations requesting help within the marine aids to navigation and allied fields, whether technical, organisational or training;
- organising conferences, symposiums, seminars, workshops and other events relevant to its work.

#### **Article 4**

### **Relationship with other organisations**

IALA will maintain liaison and cooperate with relevant intergovernmental, international and other organisations, offering specialised 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 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 subscription <sup>1</sup> as laid down from time to time.

#### **5.3 Suspension or termination of membership**

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<sup>1</sup> Throughout the General Regulations and Financial Regulations the membership subscriptions are referred to as [membership] contributions.

### **5.3.1 Some or all membership rights may be suspended**

- by decision of the Council for non-payment of subscription 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 subscription; 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).

### **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.

### **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 between Conferences;
- 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; and
- appoint Chairman and Vice-Chairman of each Committee for the term between Conferences.

#### **8.2.2 Appointment of the Secretary-General**

The Council will 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 term of reference.
- determines rules of procedure for committees and other such bodies as may be appropriate and their terms of reference;
- approves recommendations, guidelines, manuals and other appropriate papers;
- approves submissions to other organisations;
- decides the venue and the year of the next IALA Conferences and symposiums;
- establishes rules for participation in IALA Conferences and Symposiums;
- 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 can 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 organisations. Recommendations, guidelines, manuals and submissions require the approval of the Council.

Committees will work under the rules stated in the “Rules of Procedure for IALA Committees” approved by the Council.

**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 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 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.

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## **GENERAL REGULATIONS**

# **INTERNATIONAL ASSOCIATION OF MARINE AIDS TO NAVIGATION AND LIGHTHOUSE AUTHORITIES**

## **Article 1 Application**

- 1.1** These General Regulations will apply to the operations of IALA.
- 1.2** The General Regulations are subject to the provisions of the IALA 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 IALA basic documents, the conflict should be brought to the attention of the Council.

## **Article 2 Membership of IALA**

### **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**

- (a) Application for membership in categories other than Honorary must be made in writing to the Secretariat and should be accompanied by the following documentation:
- i. the IALA Membership Application form;
  - ii. additional information about the activity of the applicant to determine the appropriate membership category if requested by the Secretariat;
- (b) The Secretariat will submit all applications for membership to Council for acceptance;
- (c) In cases where there is a delay before the next Council meeting the Secretariat may send a provisional acceptance to the applicant;
- (d) Accepted applications will take effect as follows:
- i. for National members, on 1 January of the year of application;
  - ii. for Industrial or Associate members, 1 January if application is accepted between 1 January and 30 June; or 1 July if application is accepted between 1 July and 31 December;
  - iii. for Honorary members, on the date of acceptance;
- (e) The Council may require aspects of an application for Industrial or Associate membership to be reviewed by a National authority of the area where the applicant carries out its activities or has its principal place of business, but the decision on membership will remain with Council;

- (f) 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 IALA.

### **2.3 Membership Rights and Benefits**

- (a) Membership rights and benefits are listed in Annex A.
- (b) In addition to those rights, 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**

- (b) All members shall pay contributions to IALA on an annual basis in the amount determined by Council on recommendation from the Finance and Audit Committee;
- (c) Contributions are levied in accordance with the IALA Financial Regulations;
- (d) Failure to comply with the deadline for payment of contributions may result in:
  - i. members being charged interest, the rate of which will be determined by Council annually and recorded in the IALA Financial Regulations;
  - ii. suspension of membership rights in accordance with Article 5 of the Constitution and the Financial Regulations.

### **2.5 Suspension and Reinstatement of Membership**

- (a) The Secretary-General may recommend that Council suspend a membership for non-payment of contributions according to the escalating procedure established in the IALA Financial Regulations.
- (b) The Secretary-General may recommend that Council may suspend a membership for any justifiable cause in the best interest of IALA.
- (c) The Secretary-General may reinstate a Membership suspended under 2.5(a) when the Member has paid advised arrears of contribution. The Secretary-General must advise Council of such action at the next Council meeting.
- (d) Council may reinstate a suspended membership when the member has met the requirements of the Council.

### **2.6 Termination of Membership**

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 Council where a suspended member has not paid contributions within 6 months of suspension for that non-payment.
  - i. The Secretary-General will notify 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 Council terminates the membership.
- (c) By Council, for any justifiable cause in the best interest of IALA.
- (d) The Secretary-General must notify the member of the reason for termination and the date of effect of termination within 30 days of the termination taking effect.

### **Article 3** **The General Assembly**

#### **3.1 Convening the General Assembly**

- (a) The General Assembly shall be convened every four years by order of the Council in accordance with the Council's Rules of Procedure;
- (b) The General Assembly shall be, where possible convened on the same date and at the same location as an IALA Conference, but in any case must be held no earlier than **June** of the General Assembly year;
- (c) 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 Council;
- (d) It shall be a condition of convening 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 at the time of the offer no IALA member will be prevented from entering the host country;
- (e) Council may convene an extraordinary session of the General Assembly at which time and place as it determines;
- (f) Council authorises the Secretary-General to convene an extraordinary session of the General Assembly within 120 days of receipt by the Secretary-General of requests to do so from a majority of National members, the time and place of which session will be determined by Council.

#### **3.2 Attendance**

- (a) All members of IALA are entitled to attend the General Assembly and are responsible for their own travelling and accommodation expenses should they chose to attend;

- (b) The Secretary-General is authorised to invite, on behalf of Council, any expert or any representatives of a non-member government or of an organization to participate as an observer at the General Assembly;
- (c) 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.

### **3.3 Organisation**

- (a) 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 host nation;
- (b) The business of the General Assembly shall be conducted in the English, French and Spanish languages;
- (c) Six months before the opening of the 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;
- (d) Four months before the opening of the General Assembly submitted proposals together with those prepared by 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:
  - i. There are exceptional circumstances, in which case the proposal should be approved by the General Assembly for inclusion; or,
  - ii. 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.
- (e) 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 General Assembly;
- (f) The provisional agenda for an ordinary session of General Assembly should be prepared by the Secretariat for approval by Council and shall normally include:
  - i. Approval of the Agenda;
  - ii. Report of the President/Secretary-General;
  - iii. Finance Report;
  - iv. Approval of amendments to the Constitution;
  - v. Approval of Standards and the Strategic Vision;
  - vi. Consideration of proposals received from members;
  - vii. Any other business;

viii. Election of Council.

- (g) The provisional agenda for an extraordinary session of General Assembly should be prepared by the Secretariat for approval by 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 conduct of the business of the General Assembly:

#### The Role of the Chair

- (a) The President, or in his/her absence, the Vice President, shall be the Chair of the General Assembly;
- (b) The Chair will open and close the meeting, direct discussions, ensure the observance of the procedures in the IALA Constitution and these General Regulations, accord the right to speak, put questions to the vote and announce decisions;
- (c) 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;

#### Conduct of meetings

- (d) No person may address the General Assembly without having previously obtained the permission of the Chair. Subject to rules e), f), j) and l), 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;
- (e) The Chairman or Rapporteur of a Committee, 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;
- (f) 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;
- (g) 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;

- (h) 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;
- (i) 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;
- (j) 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;
- (k) 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;
- (l) Subject to rule **f**), the following motions shall have precedence in the following order over all the other proposals or motions before the meeting:
  - i. to suspend the meeting;
  - ii. to adjourn the meeting;
  - iii. to adjourn the debate on the question under discussion; and,
  - iv. for the closure of the debate on the question under discussion;
- (m) Subject to rule **f**), 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;
- (n) 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;
- (o) 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;

### **Voting during meetings**

- (p) The General Assembly will normally vote by show of hands overseen by scrutineers. 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;
- (q) A representative of one National member shall not vote on behalf of another National member;

#### **Decision making and reporting**

- (r) 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;
- (s) 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;
- (t) The minutes will be adopted by the General Assembly in session, or if necessary, by correspondence;
- (u) Members who made statements during debate may request that such statement be attached to the minutes;
- (v) The minutes, together with all relevant documents, shall be made available to the members within two weeks after their approval by the General Assembly.
- (w) Audio recordings of General Assembly sessions may be made and shall be retained by the Secretariat for record purposes.

### **3.5 Election of Council**

The election of Councillors shall be conducted as follows:

- (a) The Secretary-General will invite National members to indicate their nomination for Council, according to Constitution Article 8 six months before the opening of the General Assembly. Nominations will be received by the Secretariat for the next four months. Nominations should include:
  - i. the name of the National member being nominated;
  - ii. a statement, in the form approved by Council and provided by the Secretariat, outlining the credentials of the National member for a position on Council;

- iii. a statement, in the form approved by Council and provided by the Secretariat, outlining the credentials of the person to represent the National member;
- (b) 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;
- (c) A vote to elect Councillors from amongst those nominated will be conducted by secret ballot;
- (d) The Secretariat shall produce a ballot form for nominees for Council and each National member shall have one vote for each vacant seat on the Council;
- (e) The Chair shall appoint two scrutineers from amongst the members who have not been nominated for Council, who shall proceed to scrutinise the votes cast and the counting of votes by the Secretariat;
- (f) 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;
- (g) When voting and counting are completed the Chair shall confirm the election and invite the newly elected Council to take up their duties;
- (h) The term of the Council is from confirmation of its election until the election of a new Council at the following ordinary General Assembly;
- (i) Should a National member elected to 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 e) - hi) 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;
- (j) National members are to advise the Secretary-General in cases where the person representing the National member at Council changes.

## **Article 4 The Council**

### **4.1 Functions of the Council**

- (a) The Council, in fulfilling its obligation to administer IALA will carry out the functions assigned to it by Article 8.2.3 of the IALA Constitution;
- (b) In the period between two General Assemblies, should no appropriate provision be made in the IALA Constitution or these General Regulations, the Council shall make any administrative or technical decisions which may be necessary. Any such decision must be referred to the next General Assembly for confirmation;
- (c) The Council shall be guided by the approved IALA Strategic Vision and the approved Work Programme;
- (d) If the Council considers that any question or issue should be referred to IALA members, it shall 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 the Council**

- (a) The Council will be convened, ordinarily twice a year by notice in writing by any of the following:
  - i. the President or Vice President;
  - ii. the Secretary-General; or,
  - iii. at the request of two Councillors;
- (b) The date of the meeting of 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;
- (c) 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;
- (e) 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 Council meetings**

- (a) Council meetings are to be prepared and organised by the Secretary-General using the resources of the Secretariat;
- (b) The business of the Council shall be conducted in the English language;
- (c) Two months before a scheduled Council meeting the Secretariat shall invite Council members to submit papers addressing matters that they wish to discuss at Council. These will be received by the Secretariat for the next two weeks;

- (d) Six weeks before the opening of 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;
- (e) Four weeks before Council the Secretariat shall provide Councillors with all papers and the provisional agenda for the meeting;
- (f) The provisional agenda for an ordinary meeting of Council shall normally include:
  - i. Approval of the Agenda
  - ii. Report of the President/Secretary-General
  - iii. Report of the Finance and Audit Committee
  - iv. Committee Reports
  - v. Any other business
  - vi. Date and time of next meeting;
- (g) The provisional agenda for an extraordinary meeting of Council shall normally include consideration of the question(s) for which the meeting was convened.

#### **4.4 Rules of Procedure for Council meetings**

The following Rules of Procedure shall apply to the conduct of the business of the Council, which shall be conducted in IALA's working language - English:

##### **The Role of the Chair**

- (a) The President, or in his/her absence, the Vice President, shall be the Chair of the Council;
- (b) The Chair will open and close the meeting, direct discussions, ensure the observance of the procedures in the IALA Constitution and the General Regulations, accord the right to speak, put questions to the vote and announce decisions;
- (c) 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;

##### **Conduct of meetings**

- (d) No person may address the Council without having previously obtained the permission of the Chair. Subject to rules e), h), i) and j), 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;
- (e) 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 in accordance with the Rules of Procedure. 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;

- (f) 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;
- (g) 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;
- (h) 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;
- (i) 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;
- (j) 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;
- (k) Subject to rule e), the following motions shall have precedence in the following order over all the other proposals or motions before the meeting:
  - i. to suspend the meeting;
  - ii. to adjourn the meeting;
  - iii. to adjourn the debate on the question under discussion; and
  - iv. for the closure of the debate on the question under discussion;
- (m) Subject to rule e), 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;
- (n) 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;

- (o) 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;

#### **Voting**

- (p) In ordinary meetings the Council shall vote by show of hands and otherwise in accordance with Article 8.4 of the IALA Constitution;
- (q) The Chair may decide to call an out of session postal or electronic vote by 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 announced;

#### **Decision making and reporting**

- (r) 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;
- (s) 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;
- (t) 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;
- (u) Documents relevant to the implementation of decisions shall be distributed to members as relevant.

#### **4.5 Election of the President and Vice President of IALA**

- (a) The Council shall, upon its election or as necessary, from among its Councillors elect the President and Vice President of IALA;
- (b) The election will be by secret ballot, which shall be conducted by the Secretary-General;
- (c) All Councillors will be eligible for election upon indication of their willingness to stand for election;

- (d) There shall be two ballots, the first to elect the President and the second to elect the Vice President;
- (e) Each Councillor is entitled to cast one vote in each ballot;
- (f) Election will be majority of votes cast, the counting of which will be done by the Secretary-General in view of the Council;
- (g) The President and the Vice President shall hold office for one term between Conferences unless resigning earlier. They shall not be eligible for immediate re-election;
- (h) 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;
- (i) Should it be that the position of President becomes 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 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 Function of the Finance and Audit Committee**

- (a) Council shall, upon election or as necessary, establish a Finance and Audit Committee to provide advice to Council;
- (b) The finances of IALA shall be managed by the Council, the Finance and Audit Committee and the Secretary-General in accordance with the IALA Financial Regulations;
- (c) The Finance and Audit Committee shall assist the Council in the supervision of the financial administration of IALA. It will:
  - i. examine the audited Financial Statements for the previous year;
  - ii. approve the draft annual budget for the coming year for consideration by Council;
  - iii. approve a four year budget on an annual basis for noting by Council;
  - iv. review the financial details proposed for inclusion in the draft Annual Report;
  - v. provide advice to Council and to the Secretary-General on any audit observations or findings related to IALA's finances;
  - vi. recommend the rates of contributions for the next year;
  - vii. consider any other matters referred to it by Council;

### **5.2 Election**

- (a) 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;
- (b) The election will be by secret ballot, which shall be conducted by the Secretary-General;
- (c) All Councillors will be eligible for election upon indication of their willingness to stand for election;
- (d) There shall be two ballots, the first to elect the Committee members and the second to elect the Treasurer;
- (e) Each Councillor is entitled to cast one vote in each ballot;
- (f) Election will be simple majority of votes cast, the counting of which will be done by the Secretary-General in view of the Council;
- (g) 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;
- (h) The Committee and its Chair shall hold office for the term of the Council unless replaced earlier by decision of the Council or through resignation;
- (i) Should the Treasurer or a member of the Finance and Audit Committee resign 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;
- (j) 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.

### **5.3 Convening the Finance and Audit Committee**

- (a) The Finance and Audit Committee will be convened, ordinarily twice a year by notice in writing by any of the following:
  - i. the President or Vice President;
  - ii. the Treasurer;
  - iii. the Secretary-General; or
  - iv. at the request of two Councillors;
- (a) 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 time and location as Council meetings;

- (b) 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;
- (c) 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;
- (d) Meetings of the Finance and Audit Committee will be conducted in IALA's working language - English.

## **Article 6**

### **Committees and other bodies**

#### **6.1 Establishment and Functions of Committees and other bodies**

- (a) Council may establish the Committees and other bodies it deems necessary to support the endeavours of IALA. In doing so, 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;
- (b) Committees or other bodies may:
  - i. study matters relevant to the aims of IALA, with the objective of preparing Standards, Recommendations, Guidelines and Manuals, and submissions to other organisations in accordance with the Work Programme approved by Council; or
  - ii. address other objectives as established by Council;
- (c) All members are eligible to participate in the Committees established by Council. 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;
- (d) Meetings of the Committees and other bodies will be conducted in IALA's working language - English.

#### **6.2 Appointment of Chair and Vice Chair**

- (a) Each Committee will have a Chair and Vice Chair appointed by the Council.
- (b) 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 Council of all nominations and the Council will determine the successful candidate.

- (c) Chairs and Vice Chairs of Working Groups should normally be provided by National members. However, where appropriate they may be drawn from other members or Sister Organizations.

### **6.3 Rules of Procedure**

- (a) The Rules of Procedure for IALA Committees shall be developed by the Secretary-General for approval by 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 Council;
- (b) The Rules of Procedure for IALA Committees shall be made available to all IALA members;
- (c) Council may determine that a Committee or other body may establish its own rules of procedure;
- (d) Standards developed by Committees require the endorsement of Council before being submitted to the General Assembly for approval;
- (e) Recommendations, Guidelines, Manuals and submissions produced by Committees require the approval of Council before publication.

## **Article 7**

### **The Secretary-General and the Secretariat**

#### **7.1 Appointment of the Secretary-General**

- (a) In accordance with the IALA Constitution Article 8.2.2 Council will appoint a Secretary-General to act as legal representative and Chief Executive of IALA;
- (b) 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;
  - i. 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;
  - ii. the Selection Panel shall be assisted by a suitably qualified member of the staff of the Secretariat appointed by the incumbent Secretary-General;
- (c) The Selection Panel will:
  - i. review the existing position description and salary by comparison with like positions in other organizations;
  - ii. prepare an updated position description, vacancy notice, selection criteria, candidate assessment matrix and interview process;
  - iii. consult with the Finance and Audit Committee to establish an entitlements package for the position;

- iv. publish the vacancy notice on the IALA website and in other media as appropriate;
  - v. determine and implement interview arrangements;
  - vi. individually evaluate applications against the selection criteria using the candidate assessment matrix;
  - vii. collectively identify candidates for interview based on completion of a combined candidate assessment matrix;
  - viii. conduct interviews;
  - ix. collectively assess and rank each candidate against the selection criteria based on application and interview performance;
  - x. undertake consultation with referees for short-listed candidates;
  - xi. enter without prejudice negotiations with the preferred candidate, including in relation to position description, employment conditions and entitlements package;
  - xii. document its conduct of the above process, including a comparative assessment of short-listed candidates, and report to Council, nominating a preferred candidate;
- (d) 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;
- (e) The President will then do all things necessary to finalise the appointment;
- (f) 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;
- (g) 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:

- (a) Determine the requirement for, and functional organisation of, the staff of the Secretariat;
- (b) Prepare Staff Rules;
- (c) Select and engage the staff of the Secretariat in accordance with the Staff Rules;
- (d) 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 Secretariat Procedures, shall:

- (a) Handle all day-to-day administration of IALA, including the flow of information between the Secretariat and IALA members;
- (b) Organise and support Council meetings and General Assemblies;
- (c) Prepare Rules of Procedure and Terms of Reference for Committees and other bodies for approval by Council;
- (d) Organise and support Committee and other body meetings by (as required):
  - i. hosting the meetings;
  - ii. providing secretarial and technical support;
  - iii. preparing and submitting related documents to Council;
  - iv. circulating meeting documents;
- (e) Establish Rules of Procedure for participation in Conferences and Symposiums for approval by Council;
- (f) Organise Conferences and Symposiums, and other events;
- (g) Manage IALA finances under the direction of the Council and in accordance with the Financial Regulations;
- (h) Produce the Annual Report;
- (i) Receive, print, file and/or circulate/publish documents;
- (j) Establish, maintain and have custody of documents in the IALA archive; and
- (k) Generally perform all other work that may be required to support IALA's endeavours.

#### **7.4 Secretariat Procedures**

- (a) The conduct of business of the Secretariat shall be governed by Secretariat Procedures established by the Secretary-General, which shall be reviewed biannually and kept updated to ensure efficient operations are maintained;
- (b) The Secretariat Procedures shall be made available to all IALA Secretariat;
- (c) The Secretariat is required to implement the Secretariat Procedures applicable to them and to work with the Secretary-General to ensure that the Secretariat Procedures reflect safe, clear, open and sustainable working practice.

#### **7.5 Secondment to the Secretariat**

- (a) National members may recommended candidates for secondment to the Secretariat, but the decision on secondment shall remain with the Secretary-General. The Secretary-General may enter into arrangements with IALA members and other organizations for the purpose of facilitating the secondment of staff to the Secretariat. In such cases the Secretary-General will ensure that:
  - i. here are clear Terms of Reference and deliverables for the secondment;

- ii. the agreement is documented in accordance with the standard terms established in the Secretariat Procedures;
  - iii. there is sufficient funding available to cover all related expenses and outgoings;
  - iv. upon its completion a report of the outcomes of the secondment is prepared for Council;
- (b) The Secretariat will:
- i. Ensure that the work of the secondee is suitably supervised, including in relation to adherence to the Secretariat Procedures and the Terms of Reference and production of required deliverables;
  - ii. Use its best endeavour to ensure that the secondment is of value to all parties.

## **Article 8**

### **Conferences and Symposiums**

#### **8.1 Attendance**

Attendance at Conferences and Symposiums shall be available as follows:

- i. All Members of IALA may attend or be represented at IALA Conferences;
- ii. Council may approve the attendance of non-members at Conferences on recommendation from the Secretary-General;
- iii. IALA Symposiums are open to the public, upon registration.

#### **8.2 Exhibitions**

(a) **At Conferences**

An exhibition of 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.

(b) **At Symposiums**

An exhibition of aids to navigation equipment will be organised during each Symposium. The exhibition will be open to any entity operating in the aids to navigation field.

#### **8.3 Guidelines for the Preparation of a Conference or Symposium**

- (a) The Secretariat shall develop, for approval by Council, Guidelines for the Preparation of a Conference or Symposium. The Guidelines shall assist the Secretariat and the host in the planning and preparation for convening, and conduct, Conferences and Symposiums;
- (b) The Guidelines shall be made available to members considering hosting a conference or symposium.

**Article 9**  
**Amendments to the General Regulations**

- 9.1** These General Regulations may be amended by Council.
- 9.2** Any National member may propose an amendment to this General Regulations, in writing, to the Secretary-General. The Secretary-General shall transmit the proposed amendments to the Council for approval.

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**ANNEX A      Membership Rights**

<b>RIGHTS</b>	<b>NATIONAL MEMBERS</b>	<b>ASSOCIATE MEMBERS</b>	<b>INDUSTRIAL MEMBERS</b>
Vote at IALA General Assemblies	Yes	No	No
Attend IALA General Assemblies	Yes	Yes	Yes
Be elected on IALA Council	Yes	No	No
Participate in IALA Committee meetings	Yes	Yes	Yes
Participate in IALA Workshops/Seminars	Yes	Yes	Yes
Participate in IALA Conferences	Yes	Yes	Yes
Take part in industrial exhibitions	No	No	Yes <sup>2</sup>
Sponsor IALA social events	No	Yes	Yes
Publish calls for tenders on IALA Website	Yes	No	No
Answer calls for tenders published on IALA Website	No	No	Yes
Receive one free copy of the IALA Bulletin	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 IALA events	Yes	Yes	Yes
Access restricted area of the IALA Website	Yes	Yes	Yes
Reproduce IALA logo on letter heads	Yes	Yes	Yes

<sup>2</sup> Participation in the industrial exhibition is subject to the Industrial Member having been a member for 2 years before the year of the Conference or having paid an amount of money equivalent to the membership fees for those 2 years plus the year of the Conference (IALA Constitution Article 10)



## **FINANCIAL REGULATIONS**

# **INTERNATIONAL ASSOCIATION OF MARINE AIDS TO NAVIGATION AND LIGHTHOUSE AUTHORITIES**

# FINANCIAL REGULATIONS OF THE INTERNATIONAL ASSOCIATION OF MARINE AIDS TO NAVIGATION AND LIGHTHOUSE AUTHORITIES

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Article 15     Dissolution

Annex A      Summary of IALA Membership Rights  
Under suspension

**Article 1**  
**Application**

- 1.1 These regulations govern the financial administration of the International Association of Marine Aids to Navigation and Lighthouse Authorities (IALA).
- 1.2 IALA is a not for profit Organization. The financial administration of IALA shall be effected in accordance with its legal status and with the IALA Constitution and the General Regulations.

**Article 2**  
**Financial Governance**

- 2.1 The Council, upon advice of the Finance and Audit Committee and the external Auditor:
  - (a) approves the budget for the current year and examines the forecast for the following 3 years;
  - (b) approves the balance sheet;
  - (c) closes the annual accounts;
  - (d) determines rates of contributions;
  - (e) decides on suspension and termination of membership for non-payment of contribution.
- 2.2 The Finance Audit Committee (FAC), meets twice a year (usually in connection with Council meetings) and advises the Council on financial matters.
- 2.3 The Treasurer is the Chair of the FAC and:
  - (a) maintains close relationship with the IALA Secretariat;
  - (b) examines the accounts and submits them at the FAC;
  - (c) may authorize expenses not provided for in the budget, within certain limits.
- 2.4 The IALA Secretariat, in accordance with the Secretariat Procedures
  - (a) maintains the accounts;
  - (b) prepares the Financial Statements;
  - (c) controls the financial records, including records of income and expenditure;
  - (d) manages the Audit;
  - (e) advises the Secretary-General on financial matters.

- 2.5 The IALA appointed External Auditor is engaged to check the financial management and the Chartered Accountant is engaged to assist the Secretariat with financial management and accounting.
- 2.6 IALA finances shall be managed in accordance with the host nation's accounting standards.
- 2.7 The operating currency is the Euro.

### **Article 3 The Financial Period**

- 3.1 The financial year runs from 1 January to 31 December.
- 3.2 The budget is to be drawn up on a four-year basis. Budget estimates for each year must be shown separately.

### **ARTICLE 4 Budget**

- 4.1 The Secretary-General will operate within the limits of the budget approved by Council. However the Secretary-General may adjust allocations within the approved budget, especially in the case of major unplanned expenditures or substantial modification in the number of members.
- 4.2 Any transfers of allocations between different categories of expenditure specified in the budget must be reported, with the necessary justification, to the FAC.
- 4.3 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.
- 4.4 The expenditure for, and the income to be derived from:
  - (a) the organisation of Workshops and Seminars; and
  - (b) the production and sale of IALA Bulletin and other publicationsmust be included as separate items in the budget.

### **Article 5 Income & Expenditure**

- 5.1 Details of income and expenditure must be shown separately in the financial records of the organization.

IALA shall be funded from contributions, grants and gifts as generally permitted by law.
- 5.2 The expenses are comprised of budget headings, as follows:

- (a) Personnel costs;
- (b) Operating costs;
- (c) Investment costs.

Each heading may be further subdivided, as necessary.

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

No payment greater than permitted by the law of the host nation shall be accepted in cash.

## **Article 6 Procurement**

- 6.1** All funds are under the operational control of the Secretary-General.
- 6.2** The Secretary-General may designate, in writing, members of the Secretariat as line managers for the purpose of these Regulations.
- 6.3** 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.
- 6.4** Payments of 2,000 Euros or more require the approval of the Secretary-General, recorded by any appropriate means.
- 6.5** Purchases of 10,000 Euros or more require the calling of tenders in accordance with the procurement policy in the Secretariat Procedures.
- 6.6** 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**

- 7.1** The financial statements are the budget, the cash flow and the balance sheet.
- 7.2** The financial statements of IALA consists of the Secretariat and the World Wide Academy. They can be presented in a consolidated form or separately.
- 7.3** The Treasurer will submit the financial statements to the FAC, not later than one week prior to a FAC meeting:
- (a) At the first session of the FAC for the financial year, the FAC shall examine:

- i. the report of the External Auditor for the past year (including notes and financial statements);
  - ii. the budget of the current year;
  - iii. the cash flow statement of the current year; and,
  - iv. recommend the rate of membership contribution for the following year
- (b) At the second session of the FAC for the financial year, the FAC shall examine:
- i. any amendments to the budget presented and justified by the Treasurer;
  - ii. the cash flow statement of the current year;
  - iii. the list of annual contributions in arrears (i.e. amounts owing for more than one year);
  - iv. the revised four yearly budget.

**7.4** On the occasion of the General Assembly:

- (a) The financial statements for the last four year period shall be examined by the Treasurer and forwarded to the FAC. The FAC shall examine the financial statements and submit them to Council for approval.
- (b) After election of the new Council members, the new four year budget is submitted to the new Councillors for approval.

**Article 8  
Cash Reserve**

To ensure the financial stability of IALA and to avoid any financial difficulties, IALA will maintain a cash reserve which, as a target, should correspond to twelve months of the total annual operating budget of the organization. The value of the cash reserve may vary according to IALA's financial requirements as agreed by the Secretary-General and the FAC.

**Article 9  
Members' Annual Contributions**

- 9.1** Members' annual contributions represent the main source of income for the functioning of IALA.
- 9.2** The IALA 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:
- (a) National;
  - (b) Associate;
  - (c) Industrial.
- 9.3** FAC is to take the following matters into account when recommending the rate of contribution for each category:

- (a) the requirement that the revenue and the expenditure in the budget shall be balanced;
- (b) the recovery rate of the collected contributions;
- (c) the global economic situation;
- (d) The rate of inflation in the host nation;
- (e) planned or anticipated unusual IALA activity.

**9.4** The rate of contribution is to be the same for each member in a category.

**9.5** An additional levy, determined by Council, will be applied to Industrial members and will be accounted for as income for the Industrial Members Committee fund.

**9.6** The Secretariat, in accordance with the Secretariat Procedures after Council approves the rate and no later than 30 October each year, is to send an invoice for annual contributions for the following year to each member.

**9.7** The due date for payment is 31 January of the next year.

**9.8** For new members the following rates of contribution will apply:

- (a) National members will be required to pay a full annual contribution regardless of the date at which their application to join IALA is made.
- (b) Industrial and Associate members will pay:
  - i. a full annual contribution for applications received between 1 January and 30 June;
  - ii. half the annual contribution for applications received between 1 July and 31 December.

## **Article 10 Unpaid Contributions**

**10.1** In the case of unpaid contributions the Secretariat, in accordance with the relevant Secretariat Procedure, will apply two different processes according to the member in arrear being a National member, or an Associate or Industrial member:

- (a) For Industrial and Associate members, IALA will:
  - i. charge a 3% interest rate on contributions remaining unpaid on 1st May of the financial year;
  - ii. suspend membership rights in accordance with the table at Annex A if no payment is received by 1<sup>st</sup> July of the financial year;
  - iii. advise Council, at its second annual session, of unpaid contributions.
  - iv. on approval by Council, terminate membership if contribution remain unpaid after membership rights have been suspended and the member has not contacted the Secretariat to agree a payment schedule;

- (b) For National members:
- i. the Secretariat will request payment by 1<sup>st</sup> June of the financial year;
  - ii. 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;
  - iii. 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 at international fora to encourage payment action;
  - iv. 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;
  - v. Council may terminate membership with effect from 31<sup>st</sup> December of the year following the year the payment fell due.

~~10.2 The Secretary General will endeavour to make necessary arrangements with the member concerned for the recovery of unpaid contributions.~~

- 10.3** Any Associate or Industrial member deprived of its rights and benefits in accordance with the above will be able to reintegrate the Organization at any time upon payment of the entire amount in arrears plus interest owing.
- 10.4** For a National member, total or partial cancellation of the debt may be granted by Council on the recommendation of the Secretary-General.
- 10.5** Outstanding contributions and interest due will be shown in tables annexed to the financial statements. Provision for bad debts arising from non-payment of contributions is made in the annual balance sheet.

## **Article 11 Dedicated Funds**

- 11.1** 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 functions of the organization. The purpose and limits of each dedicated fund shall be clearly reported to the Council.
- 11.2** 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 is to be signed by the parties concerned.
- 11.3** Any fund remaining unused when a programme or project is terminated may 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.
- 11.4** 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.

- 11.5** Any separate accounts shall be audited in accordance with the relevant provisions in Article 14.

**Article 12**  
**IALA World Wide Academy Fund**

- 12.1** Since 2012, the IALA World Wide Academy is an integral, but independently funded part of IALA. Voluntary contributions/sponsors will constitute its main source of income.
- 12.2** The World Wide Academy fund constitutes a dedicated fund available for the execution of programmes decided during Academy Board meetings.
- 12.3** The World Wide Academy Board comprises five members appointed for four years. The Academy Board meets twice a year and approves:
- i. an Action Plan for the current year;
  - ii. a strategic Master Plan for the four year period;
  - iii. a dedicated budget prepared on a yearly basis in accordance with the Work Programme.
- 12.4** The reports of the Academy Board meetings are submitted to Council for endorsement.

- 12.5** Every year, a repayment is done by the World Wide Academy to IALA as regard to Secretariat support at a rate agreed by the Academy Board and Council. This repayment constitutes an income for IALA and an expense for the WWA in their respective budgets.
- 12.6** The IALA World Wide Academy fund must be administered in accordance with Article 11.

**Article 13**  
**Industrial Members Committee Fund**

- 13.1** The Constitution and Bye-laws of the Industrial Members Committee (IMC) of IALA have been approved by the General Assembly of all Industrial Members on 29<sup>th</sup> September 2008.
- 13.2** The income of the IMC is constituted by a levy which corresponds to a percentage of the contributions collected from Industrial members during the financial year.
- 13.3** The levy is collected by IALA and transferred to the IMC fund on an annual basis.
- 13.4** The rate of the levy is agreed between the Secretary-General and the IMC.
- 13.5** The funds of Industrial Members Committee remain the property of that committee but are under the control of IALA.
- 13.6** IALA will act as follow:
- (a) Administer IMC accounts;
  - (b) Receive and disburse revenue as directed by the President and the Treasurer of the IMC;

- (c) Provide regular finance reports to the Treasurer of IMC.

**13.7** The Industrial Members Committee fund shall be administered in accordance with article 11.

#### **Article 14 External Audit**

**14.1** An external Auditor will be appointed by the Council and shall perform, in accordance with professional standards applicable, the specific verifications required by law of the host nation.

**14.2** The appointment is for a period of six years and may be renewed.

**14.3** The external Auditor may make observations with respect to the efficiency of the financial procedures, the accounting system, internal financial controls and, in general, the administration and financial management of the organization.

**14.4** In addition to the above, the Council may request the external Auditor to perform specific examinations and issue separate reports on the results.

**14.5** The formal process for approval of the accounts by the external Auditor is as follows:

- (a) Draft final accounts must be submitted by the external Auditor to the first Council meeting each year;
- (b) Council may close the accounts after examination of special members' situations and after decision to authorize the writing-off of arrears of contributions or other bad debts as required;
- (c) The external Auditor must make all corrective modifications to the draft final accounts according to the decisions taken by the Council;
- (d) The external Auditor is then to issue an audit report that is to be made available to members via the Annual Report and the website under the finance section.

#### **Article 15 Dissolution**

In the event of dissolution of the organization, the Council is responsible for the winding up of IALA and distribution of assets in accordance with Article 13 of the IALA Constitution.

**ANNEX A****SUMMARY OF  
IALA MEMBERS' RIGHTS  
UNDER SUSPENSION**

<b>Rights</b>	<b>NATIONAL MEMBERS</b>	<b>ASSOCIATE MEMBERS</b>	<b>INDUSTRIAL MEMBERS</b>
Vote at IALA General Assemblies	Yes	No	No
Attend IALA General Assemblies	Yes	Yes	Yes
Be elected on IALA Council	Yes	No	No
Participate in IALA Committee meetings	Yes	Suspended	Suspended
Participate in IALA Workshops/Seminars	Yes	Suspended	Suspended
Participate in IALA Conferences	Yes	Yes	Yes
Take part in industrial exhibitions	No	No	Yes <sup>3</sup>
Sponsor IALA social events	No	Suspended	Suspended
Publish calls for tenders on IALA Website	Yes	No	No
Answer calls for tenders published on IALA Website	No	No	Suspended
Receive one free copy of the IALA Bulletin	Yes	Suspended	Suspended
Advertise in the IALA Bulletin	No	No	Suspended
Submit editorial articles to IALA Bulletin	Yes	Suspended	Suspended
Sponsor developing countries' participation in IALA events	Yes	Suspended	Suspended
Access restricted area of the IALA Website	Yes	Suspended	Suspended
Reproduce IALA logo on letter heads	Yes	Suspended	Suspended

Revised: 2013-08-09

<sup>3</sup> Participation in the industrial exhibition is subject to the Industrial Member having been a member for 2 years before the year of the Conference or having paid an amount of money equivalent to the membership fees for those 2 years plus the year of the Conference (IALA Constitution Article 10)



**RULES OF PROCEDURE  
COMMITTEES**

**INTERNATIONAL ASSOCIATION OF MARINE AIDS  
TO NAVIGATION AND LIGHTHOUSE AUTHORITIES**

# RULES OF PROCEDURES – COMMITTEES

## 1. Policy

### 1.1. Purpose

The purpose of a Committee is to:

- i. 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 Council; or
- ii. address other objectives as established by Council.

### 1.2. Strategic Vision

- (a) 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;
- (b) Each draft document to be created by a Committee must be essential to meeting the Goals and Priorities of the Strategic Vision.

## 2. Committees for the period 2014-2018

- (a) For the period 2014-2018, four Committees have been established by Council. These are as follows:
  - i. ARM – Aids to Navigation Requirements and Management Committee;
  - ii. ENAV – e-Navigation Committee;
  - iii. ENG – AtoN Engineering and Sustainability Committee;
  - iv. VTS – Vessel Traffic Services Committee;
- (b) The Technical Domains in which each of these Committees should direct their activities are described in POLICY IALA Committee Structure 2014-2018;
- (c) The Committees shall carry out their work in accordance with the approved Terms of Reference.

## 3. Procedures

### 3.1. Working Groups

#### 3.1.1. Establishing Working Groups

- (a) 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, in conjunction with the Secretariat;
- (b) A Working Group will be an integral part of its parent Committee and will meet during the same week as the Committee.

#### 3.1.2. Inter-sessional meetings of Working Groups

- (a) 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;
- (b) An inter-sessional meeting of a Working Group requires the approval of the Secretary-General. The meeting should be held at IALA HQ unless an alternative location is approved by the Secretary-General, or the meeting is held by electronic means.

### **3.2. Rapporteurs**

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 aids to navigation services.

### **3.3. Committee meetings**

#### **3.3.1. Place and duration of meetings**

- (a) Committee meetings are held at IALA HQ. Exceptionally they may be held elsewhere, with the approval of the Secretary-General;
- (b) The duration of a Committee meeting is normally five days, with the daily schedule being decided by the Committee Chair.

#### **3.3.2. Schedule of meetings**

Committees meet normally twice per year.

#### **3.3.3. Notices to members and registration of attendance**

- (a) The Secretariat will inform all members of the date of each Committee meeting by email. Notices will be sent three months in advance and again one month in advance, and dates will also be available on the website;
- (b) Members intending to send participants to a meeting should advise the Secretariat of the participants' details.

#### **3.3.4. Accommodation near IALA HQ**

- (a) 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;
- (b) The Secretariat provides details of transport to IALA HQ on the website.

#### **3.3.5. Participation**

- (a) Every member may send one or more representatives to participate in a Committee meeting;
- (b) When it would be beneficial to the work of a Committee, individuals from academic, scientific, research or other relevant organisations may be invited by the Secretary-General to attend a meeting for a specific purpose;

- (c) A Sister Organization (e.g. IHO, IAPH, IMPA, IHMA, PIANC, and CIRM) may be represented on a Committee, subject to the approval of the Secretary-General;
- (d) Committee members should ensure that they:
  - i. act honestly and in good faith, with a view to upholding the best interests and purpose of IALA
  - ii. advise the Committee of a perceived, potential, or actual conflict of interest and withdraw from discussion of that particular item, if appropriate
  - iii. do not conduct any commercial activity within IALA HQ.

### **3.3.6. Work Programme**

- (a) Each Committee should work to a work programme approved by Council in a timely and effective manner. The following factors should be taken into account when the work programme is developed:
  - i. the Strategic Vision;
  - ii. number of meetings available to the Committee between Conferences;
  - iii. the order in which work should be undertaken;
  - iv. in responding to the items on the Work Programme, members should endeavour to:
    - a. use standardised terms and definitions, as defined in the IALA Dictionary and other relevant documents;
    - b. refer to the concepts of risk assessment and quality management in aids to navigation in all aspects of the work of IALA;
- (b) A Committee work programme may be changed when the Goals, Strategies, or Priorities of the Strategic Vision change.

### **3.3.7. Decisions**

- (a) Where agreement by a Committee on a specific matter is needed then agreement by consensus is preferred;
- (b) If consensus cannot be reached then the Chair should refer the matter for further consideration, to the Committee or to the Council as appropriate.

## **3.4. Meeting documents**

### **3.4.1. 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 of the Committee.

### **3.4.2. Input documents**

- (a) 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

IALA web site, no later than two weeks before the meeting. Documents should conform to the standard Template, Input Documents;

- (b) 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;
- (c) Any member may submit a document addressing any item on the work programme of a Committee.

#### **3.4.3. Working documents**

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

#### **3.4.4. Output documents**

Output documents are documents completed by the Committee. They include draft standards, recommendations, guidelines, manuals and other documents for submission to the Council for endorsement or approval as appropriate.

#### **3.4.5. Report and progress**

- (a) The Report of a Committee meeting should, where possible be agreed by the Committee before the meeting is closed and made available for members on the website by the Secretariat without delay;
- (b) The Report should follow the format Template, Committee Meeting Report;
- (c) The Committee's progress with its work and achievement of its deliverables should be reported to PAP and Council at regular intervals.

#### **3.4.6. Document quality assurance**

Draft Standards, Recommendations, Guidelines, manuals and other documents created by an IALA Committee should follow a quality assurance process to ensure that both content and presentation reflect expected standards. This process has the following steps:

- (a) The Chair and Vice-Chair of the Committee are actively involved throughout the development process. The IALA Secretariat is involved throughout the development process for format and editorial review;
- (b) 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 Council for review and approval;
- (c) Before approval by Council, or in the case of standards General Assembly, an output document must be watermarked "Draft" on each page;
- (d) After approval by Council/General Assembly as appropriate, the document is placed on the IALA Website with public access;
- (e) Members are notified of newly approved documents.



**CONSTITUTION AND BYE-LAWS OF THE  
INDUSTRIAL MEMBERS COMMITTEE**

**OF THE INTERNATIONAL ASSOCIATION OF  
MARINE AIDS TO NAVIGATION AND LIGHTHOUSE  
AUTHORITIES (IALA)**

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

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

## **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:

- (a) 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.
- (b) Maintaining liaison with the IALA Secretariat and Council.
- (c) Discussing matters relevant to the field of activity of IALA with special consideration for the interest of Industrial Members.
- (d) Promoting involvement of Industrial Members in IALA committee’s work.
- (e) Administering the IMC funds which are received from IALA and elsewhere and used to finance all matters of common interest to Industrial Members.
- (f) Organising an industrial exhibition at IALA Conferences in collaboration with the host country.
- (g) 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 its 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 another member of the Secretariat.

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

### **Article 8: DUES AND ASSESSMENTS**

- (a) Industrial Members dues must be paid by no later than March 31st in the year they are due.
- (b) 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:
  - June 31st of the year they are paid, if received by March 31st; or,
  - December 31st of the year they are paid if received after March 31st.
- (c) If dues are not paid, all privileges of Industrial Membership will be discontinued 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 10 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.

DRAFT