



March 2018

## **Draft General Regulations for the International Organization for Marine Aids to Navigation.**

**After the second preparatory diplomatic conference 7<sup>th</sup> – 8<sup>th</sup> February 2018.**

### **Article 1 Application**

**1** These General Regulations together with the Financial Regulations annexed hereto, as Annex A, are reviewed and adopted in accordance with Article 7.8 of the Convention on the International Organization for Marine Aids to Navigation (IALA) and shall apply to the operations of the Organization.

**2** The General Regulations are subject to the provisions of the Convention. Where there is a conflict between the Convention and the General Regulations or any other basic documents covering the governance of the Organization, the Convention shall prevail. Where there is a conflict between the General Regulations and any of the other basic documents, the General Regulations shall prevail; any conflict between any of the other basic documents should be brought to the attention of the Council.

### **Article 2 Membership**

#### **1 Contact Point for Member States**

Member States shall designate a contact point, preferably from the national authority responsible for the regulation, provision, maintenance or operation of Marine Aids to Navigation.

#### **2 Application for Associate or Affiliate Membership**

(a) Application to become an Associate Member or Affiliate Member must be made in writing to the Secretariat and should be accompanied by the following documentation:

- i. a completed membership application form; and
- ii. additional information about the activity of the applicant to determine the appropriate membership category, Associate or Affiliate, if requested by the Secretariat.

(b) The Secretariat will submit applications for Associate membership to the General Assembly and applications for Affiliate membership to the Council, for acceptance.

(c) Accepted applications will take effect as of the following 1<sup>st</sup> January if the application is accepted between 1<sup>st</sup> January and 30<sup>th</sup> June and as of the following 1<sup>st</sup> July if the application is accepted between 1<sup>st</sup> July and 31<sup>st</sup> December.

### **3 Industrial Members**

Affiliate Members who are manufacturers and/or distributors of Marine Aids to Navigation equipment for sale, or organizations providing Marine Aids to Navigation services or technical advice under contract will be known as Industrial Members.

### **3 Membership Rights and Benefits**

(a) Membership rights and benefits are listed in Annex B.

(b) In addition to those rights and benefits, Industrial Members are represented by the Industrial Members Committee, in accordance with its terms of reference as approved by the General Assembly of Industrial Members.

### **4 Contributions and Fees**

(a) Member States shall pay contributions to the Organization on an annual basis in the amount determined by the General Assembly on recommendation from the Council. The rate of contribution shall be the same for each Member State.

(b) Associate Member and Affiliate Members shall pay fees to the Organization on an annual basis in the amount determined by the General Assembly on recommendation from the Council. Fees may be determined as different amounts for each membership category but shall be the same for each Associate Member and Affiliate Member within each membership category.

(c) Contributions and fees are administered in accordance with the Financial Regulations.

(d) Associate Members and Affiliate Members who fail to pay fees by the due date may be subject to suspension of membership rights and benefits in accordance with Article 2.5.

### **5 Suspension and Reinstatement of Associate and Affiliate Membership**

(a) The Council may suspend an Associate or Affiliate membership for non-payment of fees according to the escalation procedure established in the Financial Regulations.

(b) The Council may suspend an Associate or Affiliate membership for any justifiable cause in the best interest of the Organization.

(c) An Associate or Affiliate membership suspended under Article 2.5 (a) will be reinstated when the Associate Member or Affiliate Member has paid advised arrears of fees. The Secretary-General must advise the Council of such action at the next Council meeting.

(d) An Associate or Affiliate membership suspended under 2.5 (b) will be reinstated when the Associate Member or Affiliate Member has met the requirements set out by the Council.

### **6 Termination of Associate and Affiliate Membership**

Associate or Affiliate membership may be terminated:

(a) By the Associate Member or Affiliate Member by notice in writing to the Secretariat at any time noting that no refund of fees 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, thirty calendar days after the notice is received by the Secretariat;

(b) By the Council where a suspended Associate Member or Affiliate Member has not paid fees within six months of suspension for that non-payment:

- i. the Secretary-General will notify the Council of any such event at its next meeting; and

- ii. such termination will take effect from the date of the meeting at which the Council terminates the membership; or

(c) By the Council, for any justifiable cause in the best interest of the Organization.

In the case of a decision by the Council the Secretary-General must notify the Associate Member or Affiliate Member of the reason for termination and the date of effect of termination within thirty calendar days of the termination taking effect.

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

#### **1 Convening the General Assembly**

(a) The General Assembly shall ordinarily be convened at least once every three years by order of the Council.

(b) The General Assembly shall, where possible, be convened during the same period and at the same location as a conference, but in any case must be held no earlier than June of the General Assembly year.

(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 the Council.

(d) It shall be a condition for convening the General Assembly at a location other than the seat of the Organization that the Member State in whose territory it is proposed to hold the General Assembly gives assurances that, at the time of the offer, no Member State, Associate Member or Affiliate Member of the Organization will be prevented from entering the host country.

(e) The Council may, after a notice of ninety calendar days, convene an extraordinary session of the General Assembly at which time and place as it determines.

(f) The Secretary-General shall, after a notice of ninety calendar days, convene an extraordinary session of the General Assembly within four months of receipt by the Secretary-General of requests to do so from one-third of the Member States, the time and place of which session will be determined by the Secretary-General.

#### **2 Attendance**

(a) Member States, Associate Members and Affiliate Members of the Organization are entitled to attend the General Assembly and are responsible for their own travelling and accommodation expenses should they choose to attend.

(b) The Secretary-General is authorised to invite, on behalf of the Council and subject to consent of the Member States, observers from:

- i. Governments that are not parties to the Convention if proposed by a Member State or the Council;
- ii. international organizations whose activities are connected with those of the Organization; or
- iii. national organizations of Member States which have, have had or are likely to have occasion to collaborate with the Organization.

(c) Each Member State shall communicate in writing, in accordance with its own practice, 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 head of delegation and designated representative executing voting rights, as well as its alternate. This communication will be regarded as appropriate credentials for the participation of the named individuals in all activities of the General Assembly.

(d) Each Associate Member and Affiliate Member shall communicate in writing to the Secretary-General the names of the persons attending the General Assembly.

### **3 Organization**

(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 country.

(b) [The business of the General Assembly shall be conducted in the official languages of the Organization].

(c) Six months before the opening of the General Assembly the Secretariat shall invite Member States to submit proposals that they wish to discuss at the General Assembly. These will be received by the Secretariat for the following sixty calendar days.

(d) Four months before the opening of the General Assembly submitted proposals together with those prepared by the Council shall be circulated to all Member States, Associate Members and Affiliate Members, who shall be invited to forward their comments to the Secretariat within sixty calendar days. 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 thirty calendar days before the General Assembly.

(e) All final papers, including the provisional agenda but excluding any amending or alternative proposals, shall be circulated to Member States, Associate Members and Affiliate Members at least sixty calendar days before the opening of the General Assembly.

(f) The provisional agenda for an ordinary session of General Assembly shall be prepared by the Secretariat for approval by the Council and shall normally include:

- i. Approval of the Agenda;
- ii. Election of the President and the Vice President;
- iii. Report of the Secretary-General;
- iv. Election of the Council;
- v. Election of the Secretary-General;
- vi. Financial arrangements;
- vii. Approval of the Strategic Vision;
- viii. Adoption of standards;
- ix. Applications for Associate membership;
- ix. Consideration of reports and proposals received from Member States, Associate Members and Affiliate Members; and
- x. Any other business.

(g) The provisional agenda for an extraordinary session of General Assembly called by the Council shall be prepared by the Secretariat for approval by the Council and shall include consideration of the question(s) for which the session was convened.

(h) The provisional agenda for an extraordinary session of General Assembly called by the Member States shall be prepared by the Secretariat for approval by the Secretary-General and shall include consideration of the question(s) for which the session was convened.

## **4 Rules of Procedure**

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

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

(a) The Chair will open and close the meeting, direct discussions, ensure the observance of the procedures in the Convention and these General Regulations, accord the right to speak, put questions to a vote and announce decisions.

(b) The Chair will have control over the proceedings and may rule on points of order and shall have the power to propose adjournment or closure of debates or adjournment or suspension of the meeting.

### **4.2 Conduct of Meetings**

(a) No person may address the General Assembly without having previously obtained the permission of the Chair. Subject to this rule and rules b), c), g) and i) below, the Chair shall call upon speakers in the order in which they signify their desire to speak. The Chair may call a speaker to order if the remarks of such speaker are not relevant to the subject under discussion.

(b) The Chair of a Committee or his or her representative, or the delegate of a subsidiary body may be accorded precedence for the purpose of explaining the conclusion arrived at by that Committee or subsidiary body.

(c) 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. A delegate may appeal against the ruling of the Chair. The appeal shall immediately be put to a vote and the Chair's ruling shall stand unless overruled by the majority of those present and voting. A delegate rising to a point of order may not speak on the substance of the matter under discussion.

(d) 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.

(e) 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.

(f) 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 a vote. The Chair may limit the time to be allowed to speakers under this rule.

(g) 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 a 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.

(h) 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 a vote. The Chair may limit the time to be allowed to the speaker moving the suspension or adjournment.

(i) Subject to rule f) above, 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.

(j) Subject to rule f) above, any motion calling for a decision on the competence of the General Assembly to discuss any matter or to adopt a proposal or an amendment submitted to it shall be put to a vote before the matter is discussed or a vote is taken on the proposal or amendment in question.

(k) 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.

(l) When a proposal has been adopted or rejected it may not be reconsidered unless the General Assembly 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 a vote.

### **4.3 Voting**

(a) The General Assembly will normally vote by show of hands overseen by scrutineers. However, any Member State may request a roll-call vote, which shall be taken in English alphabetical order of the name of Member States present, commencing with the Member State whose name is drawn by lot by the Chair. The vote of each Member State in any roll-call shall be noted in the meeting record.

(b) A representative of one Member State shall not vote on behalf of another Member State.

(c) The Chair may decide to call an out of session postal or electronic vote by the General Assembly. Postal or electronic votes will be determined by a simple majority of votes cast.

### **4.4 Decision Making and Reporting**

(a) Where the General Assembly is requested to make a decision, that request shall be put to the meeting in the form of a draft General Assembly resolution. Each draft resolution should include an implementation date, if relevant, and for convenience, the Chair may aggregate draft resolutions for approval and reporting purposes.

(b) The Secretariat shall arrange for the substance of all discussions of the General Assembly to be recorded in a summary of the work of the meeting. This summary shall be distributed to those Member States, Associate Members and Affiliate Members attending, 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 Member States, Associate Members and Affiliate Members concerned.

(c) The summary will be adopted by the General Assembly in session, or if necessary, by correspondence.

(d) Member States, Associate Members and Affiliate Members who made statements during debate may request that such statement be attached to the summary.

(e) The summary, together with all relevant documents, shall be made available to the Member States, Associate Members and Affiliate Members within two weeks after their approval by the General Assembly.

(f) Audio recordings of General Assembly sessions may be made and shall be retained by the Secretariat for record purposes.

## **5 Election of the President and the Vice President**

The General Assembly shall elect the President and Vice President of the Organization as follows:

(a) The Secretary-General will invite Member States to declare their candidacy for the Presidency or Vice Presidency, according to Article 7.8 of the Convention six months before the opening of the General Assembly. Nominations will be received by the Secretariat for the following four months. Nominations should include:

- i. the name of the person being nominated in each case;
- ii. a statement, in the form approved by the Council and provided by the Secretariat, outlining the credentials of the person in each case.

(b) Sixty calendar days before the opening of the General Assembly all nominations shall be collated and circulated to all Member States 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 first the President and second the Vice President from among those nominated will be conducted by secret ballot.

(d) The Secretariat shall produce a ballot form for nominees for the Presidency and Vice Presidency and each Member State shall have one vote for each position.

(e) The Chair shall appoint two scrutineers from amongst the Member States who have not been nominated for either of the positions, who shall proceed to scrutinise the votes cast and the counting of votes by the Secretariat.

(f) The President and Vice President hold these positions on a personal basis.

(g) Should the position of President become vacant, the Vice President will assume this role and the position of Vice President will become vacant instead. In this event, the Secretary-General shall call for nominations to fill the vacant position and will conduct a ballot, either in session or electronically, in accordance with the provisions above.

## **6 Election of the Council**

The election of the Council shall be conducted as follows:

(a) The Secretary-General will invite Member States to declare their candidacy for the Council, according to Article 8 of the Convention six months before the opening of the General Assembly. Nominations will be received by the Secretariat for the following four months. Nominations should include:

- i. the name of the Member State being nominated; and
- ii. a statement, in the form approved by the Council and provided by the Secretariat, outlining the credentials of the Member State for a position on the Council.

(b) Council members should, as far as possible, be drawn from different parts of the world with a view to achieving as widespread a representation as possible.

(c) Sixty calendar days before the opening of the General Assembly all nominations shall be collated and circulated to all Member States 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.



- (d) A vote to elect Council members from among those nominated will be conducted by secret ballot.
- (e) The Secretariat shall produce a ballot form for nominees for the Council and each designated representative shall have one vote for each vacant seat on the Council.
- (f) The Chair shall appoint two scrutineers from amongst the Member States who have not been nominated for the Council, who shall proceed to scrutinise the votes cast and the counting of votes by the Secretariat.
- (g) If two or more candidates obtain the same number of votes 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 lot the name of the candidate to be eliminated in any subsequent ballots.
- (h) When voting and counting are completed the Chair shall confirm the election and invite the newly elected Council to take up their duties.
- (i) The term of the Council is from confirmation of its election until the election of a new Council at the following ordinary General Assembly.
- (j) Should a Member State elected to the Council advise at some time during the term of that the 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 Member States, conduct the vote electronically and rules g) - h) above will apply. The term of office of any Member State so elected will be the same as that of the Member State being replaced.
- (k) Member States are to advise the Secretary-General in cases where the person representing the Member State at the Council changes.

## **7 Election of the Secretary-General**

The election of the Secretary-General shall be conducted as follows:

- (a) The Council will invite Member States to nominate candidates within a period of ninety days. The list of candidates shall be closed ten days prior to the opening day of the ordinary session of the General Assembly.
- (b) The nominations shall be notified to all Member States by the Secretariat as soon as they are received.
- (c) A vote to elect the Secretary-General from amongst those nominated will be conducted by secret ballot.
- (d) The Chair shall appoint two scrutineers from amongst the Member States who have not nominated candidates, who shall proceed to scrutinise the votes cast and the counting of votes by the Secretariat.
- (e) The candidate winning a simple majority of votes will be elected. When several candidates compete for the position, rounds of votes will be conducted, in order to eliminate each time the candidate with fewer votes, until only two remain.
- (f) In the event that the position of Secretary-General becomes vacant in the interval between two sessions of the General Assembly, the Council will be empowered to appoint an acting Secretary-General, whose term of office shall not extend beyond the next General Assembly.



## **Article 4**

### **The Council**

#### **1 Functions of the Council**

- (a) The Council, in fulfilling its obligation to administer the Organization will carry out the functions assigned to it by Article 8.5 of the Convention.
- (b) In the period between General Assemblies, should no appropriate provision be made in the Convention or these General Regulations, the Council shall make any administrative or technical decision which may be necessary, unless such decision falls exclusively within the jurisdiction of the General Assembly under the Convention. Any such decision must be referred to the next General Assembly for confirmation.
- (c) The Council shall be guided by the overall policy and Strategic Vision as decided by the General Assembly.
- (d) If the Council considers that any question or issue should be referred to Member States, it shall direct the Secretary-General to send a circular to each Member States requesting them to notify the Secretariat of their opinion on the matter. The Council shall then decide the matter.

#### **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 the Vice President;
  - ii. the Secretary-General; or
  - iii. at the request of two Council members.
- (b) The date of the meeting of the Council in ordinary meeting will be determined by decision of the Council at its previous meeting. The location will be the seat of the Organization unless the Council agrees alternate arrangements, or if the meeting is to be held electronically.
- (c) The date of an extraordinary meeting of the Council will be not less than ten calendar days from the date of notification, and the location will be the seat of the Organization unless otherwise agreed by the President and the Secretary-General, or if the meeting is to be held electronically.
- (d) The quorum for a Council meeting is two-thirds of Council members, at least one of which must be the President or Vice President, who will chair the meeting, and one member of the Finance and Audit Committee.
- (e) Any Member State may be present at a Council meeting.
- (f) The Council may also determine that a representative of any Committee or other subsidiary body established by it or of another organization may be present at a Council meeting.

#### **3 Organization of Council Meetings**

- (a) Council meetings are to be prepared and organized by the Secretary-General using the resources of the Secretariat.
- (b) [The business of the Council shall be conducted in English, including output documents. [Input documents may be submitted in French or Spanish and shall be translated by the Secretariat.]]
- (c) Sixty calendar days before a scheduled Council meeting the Secretariat shall invite Council members, Member States, Associate Members and Affiliate Members to submit papers addressing matters that they wish to discuss at the Council. These will be received by the Secretariat for the next two weeks.
- (d) Six weeks before the opening of the Council submitted papers together with those prepared by the Secretariat shall be made available to all Council members, Member States, Associate Members and

Affiliate Members who have requested them, and they shall be invited to forward their comments to the Secretariat within two weeks.

(e) Four weeks before the Council the Secretariat shall make all papers and the provisional agenda for the meeting available to Council members, Member States, Associate Members and Affiliate Members.

(f) The provisional agenda for an ordinary meeting of the 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. Applications for Affiliate membership;
- vi. Any other business; and
- vii. Date and time of next meeting.

(g) The provisional agenda for an extraordinary meeting of the Council shall normally include consideration of the question(s) for which the meeting was convened.

#### **4 Rules of Procedure for Council Meetings**

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

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

(a) The Chair will open and close the meeting, direct discussions, ensure the observance of the procedures in the Convention and the General Regulations, accord the right to speak, put questions to a vote and announce decisions.

(b) The Chair will have control over the proceedings and may rule on points of order and shall have the power to propose adjournment or closure of debates or adjournment or suspension of the meeting.

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

(a) No person may address the Council without having obtained the permission of the Chair. Subject to rules b), f) and h) below, the Chair shall call upon speakers in the order in which they signify their desire to speak. The Chair may call a speaker to order if the remarks of such speaker are not relevant to the subject under discussion.

(b) During the discussion of any matter, a Council member may rise to a point of order and the point of order shall immediately be decided by the Chair. A Council member may appeal against the ruling of the Chair. The appeal shall immediately be put to a vote and the Chair's ruling shall stand unless overruled by the majority of the Council present and voting. A Council member rising to a point of order may not speak on the substance of the matter under discussion.

(c) 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 Council member has spoken for the allotted time, the Chair shall call the Council member to order without delay.

(d) 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 Council member if a speech delivered after the closure of the list makes this desirable.

(e) During the discussion of any matter, a Council member may move the adjournment of the debate on the question under discussion. In addition to the proposer of the motion, two Council members may speak in favour of, and two against, the motion, after which the motion shall immediately be put to a vote. The Chair may limit the time to be allowed to speakers under this rule.

(f) A Council member may, at any time, move the closure of the debate on the question under discussion, whether or not any other Council member has signified their 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 a 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.

(g) During the discussion of any matter, a Council member may move the suspension or the adjournment of the meeting. Such motions shall not be debated, but shall be immediately put to a vote. The Chair may limit the time to be allowed to the speaker moving the suspension or adjournment.

(h) Subject to rule e) above, 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.

(i) Subject to rule e) above, any motion calling for a decision on the competence of the Council to discuss any matter or to adopt a proposal submitted to it shall be put to a vote before the matter is discussed or a vote is taken on the proposal in question.

(j) 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 Council member.

(k) When a proposal has been adopted or rejected it may not be reconsidered unless the Council 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 a vote.

### **4.3 Voting**

(a) In ordinary meetings the Council shall vote by show of hands and otherwise in accordance with Article 6.3 of the Convention.

(b) The Chair may decide to call an out of session postal or electronic vote by the Council. Postal or electronic votes will be determined by a simple majority of votes cast.

### **4.4 Decision Making and Reporting**

(a) Where the Council is requested to make a decision, that request may be put to the meeting in the form of a draft Council resolution. Each draft resolution should include an action date, if relevant, and for convenience, the Chair may aggregate draft resolutions for approval and reporting purposes.

(b) The Secretary-General shall arrange for the substance of all discussions of the Council to be recorded in a summary of the work of the meeting. The summary shall be distributed to all Council members 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 Council member(s) concerned.

(c) The summary will be approved by the Council in meeting, or, if necessary, by correspondence. The approved summary, including the text of all Resolutions, will be made available to Council members, Member States, Associate Members and Affiliate Members.

(d) Documents relevant to the implementation of decisions shall be distributed to Council members, Member States, Associate Members and Affiliate Members as relevant.

## **Article 5**

### **Finance and Audit Committee**

#### **1 Function of the Finance and Audit Committee**

(a) The Council shall upon its election establish a Finance and Audit Committee to provide advice to the Council.

(b) The finances of the Organization shall be managed by the Council, the Finance and Audit Committee and the Secretary-General in accordance with the financial arrangements as determined by the General Assembly and the Financial Regulations.

(c) The Finance and Audit Committee shall assist the Council in the supervision of the financial administration of the Organization.

#### **2 Election**

(a) The Council shall, from among its members elect at least three and no more than five Council members to sit on the Finance and Audit Committee. The Council will then elect one of these Council members, 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 elected Council members 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 Council member 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) If the votes are equally divided for one or more of the positions as Committee member, a second ballot shall be taken confined to the number of positions not filled as a result of the first ballot. If in the second ballot the votes are equally divided, the Chair shall decide between the candidates by drawing lots.

(h) 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.

(i) The Committee and the Treasurer shall hold office for the term of the Council unless replaced earlier by decision of the Council or through resignation.

(j) 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. The Council will elect one of these Council members, on a personal basis, to act as Treasurer and Committee Chair, as necessary.

(k) 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.

### **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 Council members.

(b) An ordinary meeting of the Finance and Audit Committee will take place at the same location and prior to Council meetings unless decided otherwise by the Treasurer in consultation with the Secretary-General.

(c) The date of an extraordinary meeting of the Finance and Audit Committee will be not less than one week from the date of notification, and the location will be the seat of the Organization unless alternate arrangements are agreed by the Treasurer, the Secretary-General and the President, or if the meeting is to be held electronically.

(d) 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.

(e) [The business of the Finance and Audit Committee shall be conducted in English, including output documents. [Input documents may be submitted in French or Spanish and shall be translated by the Secretariat.]]

## **Article 6 Committees and Other Subsidiary Bodies**

### **1 Participation in Committees and Other Subsidiary Bodies**

(a) Member States, Associate Members and Affiliate Members are eligible to participate in the Committees established by the Council.

(b) The Council will determine participation in other subsidiary bodies as part of the development of the terms of reference for those subsidiary bodies.

(c) [The business of the Committees and other subsidiary bodies shall be conducted in English, including output documents. [Input documents may be submitted in French and Spanish and shall be translated by the Secretariat.]]

### **2 Appointment of Chair and Vice Chair**

(a) Each Committee will have a Chair and Vice Chair appointed by the Council for a period of three years.

(b) Nominations for these positions may be made by Member States or the Secretary-General. When a vacancy arises, the Secretariat will inform Member States of the vacancy and seek nominations in an open and timely manner, including providing advice to Member States of the process for selection of the successful candidate. The Secretariat will inform the Council of all nominations and the Council will determine the successful candidate.

(c) Chairs and Vice Chairs of working groups shall normally be provided by Member States and appointed by the Chair of the Committee. However, where appropriate, they may be drawn from Associate Members and Affiliate Members or sister organizations. The appointment of the working group Chair and Vice Chair are at the discretion of the Committee Chair.

### **3 Rules of Procedure**

#### **3.1 Meetings**

(a) Committee meetings shall normally be held twice a year at the seat of the Organization. Exceptionally they may be held elsewhere, with the approval of the Secretary-General.

(b) The duration of a Committee meeting shall normally be five days, with the daily schedule being decided by the Committee Chair.

(c) The Secretariat will inform all Member States, Associate Members and Affiliate Members of the date of each Committee meeting by email. Notices will be sent ninety calendar days in advance and again thirty calendar days in advance. Dates will also be available on the website of the Organization.

(d) Every Member State, Associate Member and Affiliate Member may send one or more representatives to participate in a Committee meeting.

(e) Member States, Associate Members and Affiliate Members intending to send participants to a Committee meeting should advise the Secretariat of the participants' details.

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

(g) 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.

(h) Committee participants should ensure that they:

- i. act honestly and in good faith, with a view to upholding the best interests and purpose of the Organization;
- 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 during meetings; and
- iv. keep the Organization's products free from unresolved or unreasonable intellectual property rights issues and claims.

#### **3.2 Work of the Committees**

(a) Each Committee shall develop and work to a work programme. The following factors shall be taken into account when the work programme is developed:

- i. the Strategic Vision;
- ii. the number of meetings available to the Committee during the three-year work period, which is the time between regular sessions of the General Assembly;
- iii. the order in which the work should be undertaken; and
- iv. any other matters relevant to the work of the Committee.

(b) A Committee work programme, or changes thereto, shall be submitted to the Council for approval.

(c) The work of a Committee may be facilitated by the use of working groups. The creation of a working group is at the discretion of the Committee Chair.

(d) A working group will be an integral part of its parent Committee and will meet during the same week as the Committee.

(e) 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.

(f) An inter-sessional meeting of a working group requires the approval of the Secretary-General. The meeting should be held at the seat of the Organization unless an alternative location is approved by the Secretary-General.

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

### **3.3 Decisions**

All efforts shall be made for the Committees to make decisions by consensus. If a consensus on a specific matter cannot be reached, a Committee shall decide by a simple majority of the Member States represented at the meeting. There shall be only one vote per Member State. The Chair has a casting vote if necessary.

### **3.4 Agenda and Documents**

(a) Agenda items will depend upon the specific topics to be addressed during the particular Committee 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.

(b) 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 relevant section of the Organization's website. Documents should conform to the standard template.

(c) Documents for consideration at a Committee 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.

(d) Any Member State, Associate Member and Affiliate Member may submit a document addressing any item on the work programme of a Committee.

(e) Working documents are documents to be carried over to a subsequent meeting.

(f) Output documents are documents completed by the Committee. They include draft standards, recommendations, guidelines, manuals and other documents for submission to the Council for approval.

(g) The report of a Committee meeting shall be approved by the Committee, endorsed by the Chair, and made available for Member States, Associate Members and Affiliate Members on the website of the Organization by the Secretariat without delay.

(h) Input documents and reports shall follow the respective template formats.

(i) Draft standards, recommendations, guidelines, manuals and other documents produced by a Committee shall follow a quality assurance process. This process has the following steps:



- i. The Chair and Vice-Chair of the Committee shall be actively involved throughout the development process. The Secretariat (secretary to the Committee) shall be involved throughout the development process for format and editorial review.
- ii. Once completed by a Committee, an output document shall proceed through a quality assurance check via the Secretariat including final formatting, and shall then be sent to the Council for review and approval.
- iii. Before approval by the Council or the General Assembly in the case of standards, an output document must be watermarked “Draft” on each page.
- iv. After approval by the Council or the General Assembly as appropriate, the document shall be placed on the website of the Organization with public access.
- v. Member States, Associate Members and Affiliate Members shall be notified of newly approved documents.

## **Article 7**

### **The Secretariat**

#### **1 The Secretary-General**

- (a) The Secretary-General shall be the legal representative and chief executive of the Organization.
- (b) Upon the commencement of duty by the new Secretary-General the President and the Treasurer shall meet with the Secretary-General to discuss expectations and performance requirements having regard to the aim and objectives of the Organization.
- (c) The Secretary-General shall be subject to the Staff Rules and the Secretariat Procedures to the extent that this is appropriate.

#### **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 for approval by the Council;
- (c) Select and engage the staff of the Secretariat in accordance with the Staff Rules; and
- (d) Manage the performance of the staff of the Secretariat in accordance with the Staff Rules.

#### **3 Function of the Secretariat**

In the performance of their duties, the Secretary-General and the staff shall not seek or receive instructions from any Government or from any authority external to the Organization. They shall refrain from any action which might reflect on their position as international officials. Each Member State on its part undertakes to respect the exclusively international character of the responsibilities of the Secretary-General and the staff and not to seek to influence them in the discharge of their responsibilities. 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 the Organization, including the flow of information between the Secretariat and Member States, Associate Members and Affiliate Members;
- (b) Organize and support meetings of the General Assembly and the Council;
- (c) Prepare terms of reference for Committees and other subsidiary bodies for approval by the Council;
- (d) Organize and support the Committees and other subsidiary bodies in accordance with the work programme approved by the Council, by (as required):

- i. hosting the meetings;
- ii. providing secretarial and technical support;
- iii. preparing and submitting related documents to the Council; and
- iv. circulating meeting documents;

(e) Organize and support conferences, symposia, seminars, workshops and other events;

(g) Administer finances under the direction of the Council and in accordance with the Financial Regulations;

(h) Prepare the financial statements for submission to the Council;

(i) Produce the Annual Report;

(j) Receive, print, file and/or circulate/publish documents, and in so doing, ensure that all standards, recommendations, guidelines and manuals upon their publication are made available in all the official languages of the Organization;

(k) Establish, maintain and have custody of documents in the archive; and

(l) Generally perform all other work that may be required to support the endeavours of the Organization.

#### **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 and kept updated to ensure efficient operations are maintained.

(b) The Secretariat Procedures shall be made available to all staff.

(c) The staff are 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.

#### **5 The World-Wide Academy**

The World Wide Academy, the vehicle by which the Organization delivers training and capacity building, shall be an integral part of the Secretariat.

(a) The World-Wide Academy shall be administered by the Secretary-General as advised by a Dean supported by an Advisory Board.

(b) The role of the Advisory Board shall be:

- i. to maintain a global view of Marine Aids to Navigation training and capacity building needs; and
- ii. to recommend and oversee the strategy and delivery of the World-Wide Academy's key deliverables of training and capacity building and annual programme.

(c) The Advisory Board shall consist of:

- i. a Chair nominated by the Council from among the Board Members;
- ii. the Secretary-General
- iii. the Dean of the World-Wide Academy;
- iv. up to six (6) members appointed by the Council for a period of three years and who may be re-appointed.

(d) The Advisory Board shall meet twice a year, at least thirty calendar days before the next Council meeting.

(e) The Dean shall be a member of the staff.

## **Article 8**

### **Conferences and Symposia**

#### **1 Description**

(a) A Conference shall have as its principle objective the exchange of information relative to all types of Marine Aids to Navigation.

(b) A Symposium shall consider and discuss a set of contributions on specific subjects relating to Marine Aids to Navigation.

#### **2 Attendance**

(a) Conferences shall be open to:

- i. all Member States, Associate Members and Affiliate Members; and
- ii. other international organizations and associations, Marine Aids to Navigation Authorities and official bodies as approved by the Council.

(b) Symposia shall be open to international organizations, companies or individuals working in the field or having an interest associated with the subject addressed by the Symposium, upon registration.

#### **3 Exhibitions**

(a) At Conferences

An exhibition of Marine Aids to Navigation equipment will be organized during each Conference period. Only those Industrial Members who have paid the equivalent of the fees 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 Symposia

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

#### **4 Preparations for Conferences and Symposia**

(a) The Secretariat shall develop guidelines for preparations for conferences and symposia. The guidelines shall assist the Secretariat and the host in the planning and preparation for convening, and conduct of, conferences and symposia.

(b) The guidelines shall be made available to Member States, Associate Members and Affiliate Members considering hosting a conference or a symposium.

## **Article 9**

### **Languages**

[New article to cover the use of languages in the Organization.]

## **Article 10**

### **Amendments to the General Regulations**

**1** These General Regulations may be amended by the General Assembly.

**2** The Council and any Member State may propose an amendment to these General Regulations, in accordance with Article 3.

**3** Amendments to the General Regulations adopted by the General Assembly shall be incorporated therein.

## **Article 11**

### **Termination**

In the event of the termination of the Organization the Council shall make the necessary arrangements for the winding up of the Organization, including:

- (a) Determining the assets of the Organization and returning any property not belonging to the organization;
- (b) Determining and settling any claims against the Organization and any sums owed by the Organization including costs associated with the winding up of the Organization; and
- (c) Dividing the balance of the accounts amongst the Member States, Associate Members and Affiliate Members in accordance with the Financial Regulations.

## **Annex A     Financial Regulations of the International Organization for Marine Aids to Navigation**

### **Article 1 Application**

These Financial Regulations shall govern the financial administration of the International Organization for Marine Aids to Navigation.

### **Article 2 Financial Governance**

**1** The General Assembly, upon advice of the Council shall review and adopt the financial arrangements of the Organization, including the rate of contribution for Member States, Associate Member and Affiliate Member fees and the outline budget for the following three years.

**2** The Council, upon advice of the Finance and Audit Committee and the external auditor, shall review and approve the financial statements, including the annual budget, within the limits of the outline budget approved by the General Assembly.

**3** The Finance and Audit Committee shall:

- (a) Review the financial statements and submit them for review and approval by the Council;
- (b) Provide advice to the Council and to the Secretary-General on any audit observations or findings related to finances;
- (c) Recommend the rates of contributions and fees;
- (d) Recommend potential suspension, reinstatement and termination of membership, in respect of fees in arrears; and
- (e) Consider any other matters referred to it by the Council.

**4** The Treasurer:

- (a) Shall examine the financial statements and submit them to the Finance and Audit Committee; and
- (b) May authorize expenses not provided for in the budget, within approved limits.

**5** The Secretariat, in accordance with the Secretariat Procedures, shall:

- (a) Maintain the accounts;
- (b) Prepare the financial statements;
- (c) Control the financial records, including records of income and expenditure;
- (d) Manage the audit; and
- (e) Advise the Secretary-General on financial matters.

### **Article 3 Budget**

**1** The financial year shall run from 1st January to 31st December.

**2** The budget shall be drawn up on a three year basis. Budget estimates for each year shall be shown separately.

**3** The operating currency shall be the currency of the Member State in which the seat of the Organization is located.

**4** The Secretary-General shall operate within the limits of the annual budget. However the Secretary-General may adjust allocations within the approved annual budget.

**5** Any transfers of allocations between different categories of expenditure specified in the annual budget shall be reported, with the necessary justification, to the Finance and Audit Committee.

**6** No further commitment to expenditure against the annual budget may be incurred after the close of the financial period. Outstanding obligations must be met within ninety calendar days of the close of the financial year.

#### **Article 4 Procurement**

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

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

#### **Article 5 Financial Statements**

**1** The financial statements shall be the budget, including the outline budget, the income statement, the balance sheet, and the cash flow statement.

**2** The financial statements of the Organization shall cover the Secretariat including the World-Wide Academy. They shall be presented in a consolidated form and separately.

**3** The Secretariat shall submit the financial statements to the Finance and Audit Committee, not later than two weeks prior to a Finance and Audit Committee meeting.

#### **Article 6 Cash Reserve**

To ensure the financial stability of the Organization and to avoid any financial difficulties, the Organization shall maintain a cash reserve according to the financial requirements as approved by the Secretary-General and the Finance and Audit Committee. The value of the cash reserve shall be no less than four months of the annual budget.

#### **Article 7 Annual Contributions and Fees**

**1** Annual contributions and fees represent the main source of income for the functioning of the Organization.

**2** The Finance and Audit Committee shall take the following matters into account when recommending the rates of contribution and fees:

- (a) The requirement that the revenue and the expenditure in the budget should be balanced;
- (b) The percentage of invoices for contributions and fees likely to be settled on time;
- (c) The planned or anticipated exceptional expenditure;
- (d) The rate of inflation in the Member State where the Organization has its seat; and
- (e) The global economic situation.

**3** The Secretariat, in accordance with the Secretariat Procedures, shall send an invoice for annual contributions or fees for the following year to each Member State, Associate Member and Affiliate Member no later than 31<sup>st</sup> October each year.

**4** For new Member States, Associate Members and Affiliate Members the following rates of contribution or fee shall apply:

(a) A Member State shall be required to pay a full annual contribution and an Associate Member a full annual fee, regardless of the date on which the Convention enters into force for that Member State or the date on which the application for Associate membership is accepted by the General Assembly.

(b) Affiliate Members shall pay:

- i. a full annual fee for applications accepted between 1<sup>st</sup> January and 30<sup>th</sup> June; or
- ii. half the annual fee for applications accepted between 1<sup>st</sup> July and 31<sup>st</sup> December.

**5** In the event of the resignation of an Associate Member or an Affiliate Member the fee shall not be due if a letter of resignation is received before 31<sup>st</sup> March of the current year.

## **Article 8**

### **Unpaid Contributions and Fees**

**1** In the case of unpaid contributions or fees the Secretariat, in accordance with the relevant Secretariat Procedures, shall apply the following arrangements:

(a) For Member States:

- i. in the event that no payment is received by 1<sup>st</sup> November of the year in which it was due the Secretary-General shall contact the Member State, requesting payment and inviting the Member State to discuss any difficulties that would justify the Organization considering a payment plan; and
- ii. if the contribution remains unpaid and an agreement has not been reached with the Member State regarding payment, the Secretary-General may suspend membership rights and benefits with effect from twenty-four months after the due date for payment, in accordance with the Convention.

(b) For Associate Members and Affiliate Members, the Organization:

- i. in the event that no payment is received by 1<sup>st</sup> July of the financial year, on approval by the Council, may suspend membership rights in accordance with the table at Annex B of the General Regulations;
- ii. shall advise the Council, at its second annual session, of unpaid fees; and
- iii. on approval by the Council, after notification, may terminate membership if fees remain unpaid after membership rights have been suspended for six months and the Associate Member or Affiliate Member has not agreed a payment schedule.

**2** Outstanding contributions and fees due will be shown in tables annexed to the financial statements. Provision for bad debts arising from non-payment of contributions and fees shall be made in the annual balance sheet.

## **Article 9**

### **Dedicated Funds**

**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 objectives of the Organization. The purpose and limits of each dedicated fund shall be clearly reported to the Council.



**2** The financial resources needed to establish a dedicated fund may come from grants, donations, bequests, gifts or other sources as approved by the Secretary-General. The precise terms and conditions governing such income shall be formalized.

**3** Any monies remaining unused when a programme or project is terminated should be used as stipulated, and if not so stipulated, for the general purposes of the Organization unless the Secretary-General determines otherwise.

**4** A specific budget should be prepared for each fund for approval of the Council and the final result for the year for each dedicated fund should be shown separately in the financial statements.

**5** Any dedicated funds should be audited in accordance with the relevant provisions in Article 10.

#### **Article 10** **External Audit**

**1** An external auditor shall be appointed by the Council and carry out such work as required by applicable accounting practices.

**2** The appointment is for a period of six (6) years and may be renewed.

**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, on the administration and financial management of the Organization.

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

#### **Article 11** **Termination**

In the event of termination of the Organization, the balance of the accounts (credit or debit) shall be divided amongst the Member States, Associate Members and Affiliate Members on the day when the Convention ceases to have effect, in proportion to their last annual contribution or fee.

## Annex B      Membership Rights and Benefits

<b>RIGHTS</b>	<b>Member States</b>	<b>Associate Members</b>	<b>Affiliate Members</b>
Vote at General Assembly	Yes	No	No
Attend General Assembly	Yes	Yes	Yes
Be elected on the Council	Yes	No	No
Attend Council meetings	Yes	No	No
Participate in Conferences	Yes	Yes	Yes
Participate in Symposia	Yes	Yes	Yes
Participate in Committee meetings	Yes	Yes	Yes
Participate in Workshops/Seminars	Yes	Yes	Yes
Take part in industrial exhibitions	No	No	Yes <sup>1</sup>
Sponsor social events	Yes	Yes	Yes
Sponsor developing countries' participation in events	Yes	Yes	Yes
Access restricted area of the Website	Yes	Yes	Yes

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<sup>1</sup> Participation in the industrial exhibition is subject to the Industrial Member having been a non-suspended Affiliate Member for 2 years before the year of the Conference or having paid an amount of money equivalent to the Affiliate membership fees for those 2 years plus the year of the Conference.