

## **RULES AND REGULATIONS OF THE ADVISORY COUNCILS**

### **I. Definition**

In accordance with the Rules and Regulations of the Board of Governors, "Advisory Councils" means the Industry Committees established by the Director General, subject to the approval of the Board, pursuant to Article XV(4) of the Articles of Association.

### **II. Role & Mandate**

- (1) Advisory Councils shall be established by the Director General, subject to the approval of the Board. Their role shall be to:
  - (i) work closely with IATA management, advising on campaigns, policy issues or questions associated with the operation of industry programs; and
  - (ii) advise the Board on industry issues, reporting through the Director General.
- (2) The mandates of each Advisory Council will be established by the Director General, subject to the approval of the Board. The mandates are detailed in Annex 1.
- (3) Policy recommendations developed by the Advisory Councils shall be presented to the Board following adequate industry consultation.

### **III. Membership**

- (1) Advisory Councils shall be comprised of a minimum of twelve (12) members and a maximum of twenty (20) members. The mandate of an Advisory Council shall specify its membership size within this range, failing which twelve (12) members shall be taken as the maximum. Where sufficient nominations are received, there shall be at least one (1) member from each of the seven (7) IATA Board geographical regions. An Advisory Council member may not appoint a proxy to represent him or her.
- (2) Members of the Advisory Councils shall be appointed by the Director General on the basis of Member nominations and are subject to review by the Chair Committee and the approval of the Chair Committee and the Board. Nominees shall have a major responsibility for the strategic formulation and execution of airline policy.
- (3) Appointments shall take into consideration:
  - (i) industry expertise;
  - (ii) potential contribution to the Advisory Council's work;
  - (iii) regional balance;
  - (iv) size of Member airline balance;
  - (v) a combination of continuity and rotation in the Advisory Council membership;
  - (vi) representation of the membership across all of the Advisory Councils;
  - (vii) seniority within the airline of the candidate concerned;
  - (viii) candidates from airlines that share a common ownership structure; and
  - (ix) the views of the current members of the Advisory Council concerned.
- (4) Appointments shall be for a term of up to three (3) years, which can be renewed once. If a person has served two (2) consecutive terms, a minimum of three (3) years must expire before that person is eligible again for appointment to the same Advisory Council. That person may, however, be appointed to a different Advisory Council during that three (3) year period. The Director General, in consultation with the Advisory Council concerned and subject to the approval of the Board, may exceptionally approve the appointment of a person to serve more than two (2) consecutive terms on the basis of his or her knowledge

and experience. No such exceptional approval may extend a term as Chair or Vice-Chair contrary to the limit in Rule III (10).

- (5) In exercising his or her powers under Rule III (2) and (4), the Director General shall apply a general policy of staggering changes in Advisory Council composition such that in any given term:
  - (i) at least twenty-five (25) percent of the membership carries over from the prior term; and
  - (ii) at least twenty-five (25) percent of the membership constitutes persons who were not members in the prior term.
- (6) If a member has served the maximum two (2) consecutive terms on an Advisory Council, the Member airline that nominated him or her may nominate a different person to serve on that Advisory Council.
- (7) No individual may be appointed to membership of two different Advisory Councils at the same time.
- (8) Each member shall act as a representative of the membership as a whole and not as a representative of his or her region or the Member that nominated him or her.
- (9) The Advisory Council Secretary will be appointed by the Director General.
- (10) Each Advisory Council shall elect its Chair and Vice-Chair(s), whose terms shall be for three (3) years. No member may serve as Chair or Vice-Chair for more than two (2) consecutive terms.
- (11) Each Advisory Council may establish a Steering Group to coordinate required activity between meetings with IATA management.
- (12) Membership shall automatically terminate if:
  - (i) the member fails to attend two (2) Regular Meetings within the three-year term unless he or she presents to the Advisory Council, prior to the second meeting, a statement that failure to attend the Regular Meetings in question was due to circumstances considered acceptable by the Council;
  - (ii) the member leaves his or her position in the Member airline; or
  - (iii) that airline ceases to be a Member.
- (13) The Director General may fill vacancies on an interim basis. The period of an interim appointment shall not count as a term for the purpose of Rule III (4).

#### **IV. Meetings & Procedures**

- (1) Advisory Councils shall meet in person at least twice a year ("Regular Meetings") and may meet, as required, including by teleconference, video conference or other electronic means, at other times.
- (2) Regular Meetings shall be called by the Advisory Council Secretary, in consultation with the Council Chair.
- (3) Meetings shall be held at IATA offices, in Montréal, Geneva, or Singapore. Meetings may be held in other locations with the approval of the Director General.
- (4) The Advisory Council Secretary shall normally give thirty (30) days' notice of the Regular Meeting. At least ten (10) days' notice shall be given for a special meeting.
- (5) A majority of the Advisory Council members shall constitute a quorum at any Regular Meeting.
- (6) The number of observers from Member airlines permitted at a Regular Meeting shall be limited to ten (10). In the case of representatives from regional airline associations, such representatives may be invited to attend as observers by the Advisory Council Secretary. No Member airline or regional airline association shall be permitted more than one (1) observer at a Regular Meeting. The Director General or the Chair of the Advisory Council

may waive the above limits on an exceptional basis and in respect of the Regular Meeting concerned.

- (7) The agenda of any meeting shall include any matter proposed by:
  - (i) the Director General;
  - (ii) any member of the Advisory Council;
  - (iii) any Member of IATA, whose representative shall be entitled to attend the relevant meeting of the Advisory Council even if he or she is not a member of that Advisory Council; or
  - (iv) the Advisory Council Secretary.
- (8) The Advisory Council shall work on the basis of consensus. Should a vote be required, each Advisory Council member shall have one vote, and decisions shall be taken only by a majority vote of the members present and voting. Issues may be considered and decisions taken via voice votes, via email or via any means agreed upon by the Council.
- (9) Advisory Councils may establish Working Groups subject to the approval of the Director General, to:
  - (i) provide technical advice on an on-going basis; and
  - (ii) work with IATA management on campaigns and issues.
- (10) Working Groups shall normally be limited to a maximum of ten (10) members who shall be appointed by the relevant Advisory Council or its Steering Group, as applicable. The Council Secretary shall provide the coordination between the activity of the Working Group and the Advisory Council.
- (11) Working Groups shall establish a clear work plan and their work and continued relevance will be reviewed regularly by the Advisory Council, at the very least at the end of the three-year Council cycle.
- (12) Ad Hoc Task Forces may also be established to address specific projects and shall be time-limited and be dis-banded once the project is completed.
- (13) Each Advisory Council may establish its own working procedures consistent with these Rules.
- (14) These Rules and Regulations may from time to time be amended by the Board.
- (15) All definitions contained in the Articles of Association shall apply to these Rules and Regulations.