



# Association's By-Laws

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## Contents

<b>By-Law No. 1 – Articles of Association .....</b>	<b>3</b>
1. Definitions.....	3
2. Objects.....	3
3. Membership .....	4
4. Board of Directors .....	5
5. Meetings of Members.....	6
6. Advisory and Consultative Bodies .....	7
7. Officers .....	7
8. Financial Management.....	8
9. Code of Conduct.....	8
10. Environmental, Social, and Governance Principles .....	8
11. Authorized Signatories, Powers of Attorney, and Banking Arrangements .....	8
12. Indemnification.....	9
13. Notices .....	9
14. Amendments and Bylaws.....	9
15. Languages .....	10
16. Dissolution .....	10
<b>By-Law No. 2 – Rules of the Meetings of Members .....</b>	<b>11</b>
1. General Provisions .....	11
2. Format and Notice .....	11
3. Participation and Voting.....	13
4. Observers .....	14
5. Meeting Conduct .....	14
6. Motions .....	15
7. Resolutions.....	15
8. Standards of Conduct.....	16
9. Confidentiality and Meeting Documents.....	16
10. Amendments.....	16

<b>By-Law No. 3 – Rules of the Board of Directors.....</b>	<b>17</b>
1. General Provisions .....	17
2. Format and Notice .....	17
3. Meeting Conduct .....	18
4. Resolutions.....	20
5. Standards of Conduct.....	20
6. Resignation and Removal .....	21
7. Confidentiality and Meeting Documents .....	21
8. Reporting and Performance .....	22
9. Amendments .....	22
<b>By-Law No. 4 – Rules of the Board Committees .....</b>	<b>23</b>
1. General Provisions .....	23
2. Membership .....	23
3. Format and Notice .....	24
4. Meeting Conduct .....	25
5. Referral of Matters to the Board .....	26
6. Standards of Conduct.....	27
7. Resignation and Removal .....	27
8. Confidentiality and Meeting Documents .....	27
9. Reporting.....	28
10. Amendments.....	28

## By-Law No. 1 – Articles of Association

A by-law relating generally to the conduct of the affairs of the International Air Transport Association (the "Association"), as incorporated under the provisions of *An Act to incorporate International Air Transport Association*<sup>1</sup> (the "Special Act").

### 1. Definitions

- (a) "Air service" means any air service performed by aircraft for the public transport of passengers, mail or cargo,
- (b) "Air transport enterprise" includes those persons, corporate bodies and unincorporated bodies, companies, firms, partnerships, societies and associations, now or hereafter operating an Air Service for public hire, under proper authority, in the transport of passengers, mail or cargo under the flag of a State eligible for membership in the International Civil Aviation Organization.
- (c) "Annual General Meeting" means the general Meeting of Members held in accordance with the Provisions of Section 5.
- (d) "Association" means the International Air Transport Association.
- (e) "Board of Directors" means the executive committee established in accordance with the Provisions of Section 4.
- (f) "Chair" means the Chair of the Board of Directors.
- (g) "Code of Conduct" means the code of conduct adopted by the Board of Directors in accordance with the Provisions of Section 9.
- (h) "Board Committee" means a committee of Directors established by the Board of Directors in accordance with the Provisions of Section 4.2.
- (i) "Directors" means the members of the Board of Directors.
- (j) "Member" means a member of the Association in accordance with the Provisions of Section 3.
- (k) "Officers" means the Director General, Chief Financial Officer, Corporate Secretary and such other officers as deemed necessary appointed by the Board of Directors.
- (l) "Special Act" means *An Act to incorporate International Air Transport Association*.

### 2. Objects

In accordance with the Special Act, the purposes, objects and aims of the Association are:

- (a) to promote safe, regular and economical air transport for the benefit of the peoples of the world, to foster air commerce and to study the problems connected therewith;

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<sup>1</sup> Statutes of Canada, 1945, Chapter 51 (Assented to 18 December 1945), as amended by Statutes of Canada, 1974-75-76, Chapter 111 (Assented to 27 February 1975).

(b) to provide means for collaboration among the air transport enterprises engaged directly or indirectly in international air transport service;

(c) to co-operate with the International Civil Aviation Organization and other international organizations.

### **3. Membership**

#### **3.1 Eligibility**

To be eligible to become a Member, an air transport enterprise must hold a valid Air Operator Certificate and a valid IATA Operational Safety Audit (IOSA) Registration or equivalent as it may be renamed from time to time.

#### **3.2 Admission to Membership**

(a) Membership applications are submitted to the Director General in accordance with the requirements defined by the Association. The Director General approves applications based on the best interests of the Association.

(b) Air transport enterprises whose application for membership is not approved may submit a written request for reconsideration to the Board of Directors within 30 days of notification. The decision of the Board of Directors on reconsideration is final.

#### **3.3 Rights**

Members have the rights and privileges conferred under the Association's by-laws. Additional rights or benefits may be defined in policies, programs, or agreements adopted by the Association.

#### **3.4 Obligations**

(a) All Members act in accordance with the Association's by-laws, and support the purposes, objects, and aims of the Association.

(b) All Members pay annual membership dues and submit any information required for their determination.

(c) The Board of Directors determines annual membership dues, except for changes to the overall assessment or methodology which are approved by the Members at the Annual General Meeting.

#### **3.5 Termination and Suspension**

(a) The Board of Directors may terminate the membership of any Member that:

- (i) no longer operates an air service;
- (ii) no longer holds a valid Air Operator Certificate;
- (iii) no longer holds a valid IOSA Registration or equivalent;
- (iv) is in default of annual membership dues for more than six months; or
- (v) has acted in a manner that is contrary to the Association's by-laws or prejudicial to the purposes, objects, or aims of the Association.

(b) If the Board of Directors determines that any of the conditions set out in Section 3.5(a) are temporary, alternatively, the Board of Directors may suspend the Member for a fixed period. During the suspension, the Member's voting and representation rights are suspended. If compliance is restored before the end of the suspension period, the suspension will end. If compliance is not restored on or before the end of the fixed period, the Board may either extend the suspension for a further fixed period or terminate the Member. Suspensions and their extensions must be justified as being in the best interests of the Association.

(c) A Member whose membership is suspended or terminated may submit a written request for reconsideration to the Board of Directors. The Board of Directors must consider the request as soon as practicable and no later than 30 days after the request is received. The decision will be suspended pending reconsideration by the Board. The Board may decide to confirm or overturn the decision.

(d) A decision taken under this Section will take effect 30 days from the date notice is provided in writing to the member subject to the decision.

### **3.6 Resignation**

A Member may resign at any time by giving a 30-day written notice to the Association.

## **4. Board of Directors**

### **4.1 Responsibilities**

The Association is governed by an executive committee to be known as the "Board of Directors", which exercises its authority collectively and is responsible for:

- (i) defining strategic direction and objectives of the Association;
- (ii) appointing and evaluating the Director General and other Officers;
- (iii) overseeing financial performance, approving budgets, ensuring proper risk management frameworks, and regularly reviewing internal control systems;
- (iv) approving major operational policies and governance frameworks;
- (v) overseeing compliance with the Association's by-laws, the resolutions confirmed or adopted by a Meeting of Members, and applicable laws and regulations; and
- (vi) exercising other duties and powers delegated by the Members, the Association's by-laws, or applicable law, except for such powers which may not be delegated pursuant to the Special Act.

### **4.2 Board Committees**

(a) The Board of Directors may delegate responsibilities to Board Committees through By-Laws and resolutions, except for such responsibilities which may not be delegated pursuant to the Special Act, this By-Law, or applicable laws.

(b) Board Committees are composed exclusively of Directors.

### **4.3 Composition**

(a) The Board of Directors consists of Directors (the "Directors") appointed by the Members at the Annual General Meeting, including 31 representatives of the Members and the Director General, who serves *ex officio*.

(b) The composition of the Board of Directors ensures appropriate representation of the Members, reflecting both regional diversity and broader membership characteristics, as detailed in an ordinary resolution passed by the Members at the Annual General Meeting.

### **4.4 Election and Vacancy**

(a) Directors, except the Director General, are appointed by the Members at the Annual General Meeting upon recommendation of the Board of Directors.

(b) Members may nominate eligible individuals to be appointed as Directors. Eligible nominees must hold a position with the highest-ranking authority in either the Member or a company that owns the majority of the voting shares in the Member and whose primary business is the management of one or more air transport enterprises.

(c) Vacancies arising between Annual General Meetings may be filled as an interim appointment by the Board of Directors. Directors appointed in this manner serve until the next Annual General Meeting of Members, at which point they may stand for election.

#### **4.5 Term of office**

(a) With the exception of the Director General and unless provided otherwise in the resolution passed by the Members at the Annual General Meeting, Directors are appointed for three-year staggered terms, renewable up to a cumulative maximum of nine full years. Any incomplete years served due to interim appointments or mid-year resignations do not count toward this limit. No Director is eligible for election or re-election if their appointment would exceed the cumulative nine-year term limit.

(b) Directors serve without compensation for their office on the Board of Directors or any Board Committee. No reimbursement is provided for expenses related to participation in meetings of the Board of Directors or of any Board Committee.

#### **4.6 Chair**

(a) The Board of Directors elects from among its members a chair-elect, who serves a one-year term as Vice-Chair (the "Vice-Chair") before assuming the role of Chair of the Board of Directors (the "Chair") for a subsequent one-year term.

(b) If the Chair is unable to complete the term, the Vice-Chair assumes the role of Chair for the remainder of the term and continues in that role for their originally scheduled term.

(c) If a Director elected as Vice-Chair would otherwise reach the end of their term before concluding their tenure as Chair, their term as Director is extended only until their tenure as Chair is completed.

#### **4.7 Procedural Rules**

(a) Further details regarding the organization, procedures, and meetings of the Board of Directors are set out in the By-Law No. 3 – Rules of the Board of Directors.

(b) Further details regarding the organization, procedures, and meetings of Board Committees are set out in By-Law No. 4 – Rules of the Board Committees.

### **5. Meetings of Members**

(a) A general Meeting of Members is held annually (the "Annual General Meeting"). At the Annual General Meeting, Members exercise their authority to:

- (i) receive the annual report of the Board of Directors;
- (ii) receive and review the annual financial statements;
- (iii) appoint Directors;
- (iv) confirm the appointment of the Director General, as required;
- (v) appoint the external auditor;
- (vi) approve amendments to the Association's by-laws, as required;
- (vii) approve material changes to membership dues or methodology for dues calculation, as required; and
- (viii) address any special business submitted by the Board of Directors or any Member.

(b) The Board of Directors may call a special meeting of Members to consider any special business and determine the time and location of such a meeting. Members representing at least 5% of the voting rights may in writing require the Board of Directors to call a special meeting.

(c) Further details regarding the organization, procedures, and conduct of Meetings of Members are set out in the Rules of the Meetings of Members.

## **6. Advisory and Consultative Bodies**

(a) The Board of Directors and the Director General may establish advisory or consultative bodies as deemed necessary to support the purposes, objects, and aims of the Association.

(b) The Board of Directors adopts the rules relating to the organization and conduct of advisory or consultative bodies.

(c) Advisory Councils and Traffic Conferences established prior to the adoption of these Articles may continue to operate on an interim basis.

## **7. Officers**

### **7.1 Appointment**

(a) The Board of Directors appoints persons of full capacity as Director General, Chief Financial Officer, Corporate Secretary and such other officers as deemed necessary.

(b) The appointment, responsibilities, term and conditions for each officer are defined by resolution of the Board of Directors.

(c) The appointment of the Director General is subject to confirmation by the Members at the next Annual General Meeting. If the appointment is not confirmed, the Board of Directors promptly appoints an interim successor to ensure operational continuity until a new Director General can be appointed.

### **7.2 Responsibilities**

(a) The Director General serves as the Chief Executive Officer, holding executive authority over the Association's operations and administration under the oversight of the Board of Directors. The Director General's responsibilities include:

- (i) implementing the strategic direction, policies and decisions set by the Board;
- (ii) representing the Association externally;
- (iii) managing the Association, including its subsidiary corporations, branches, regional and other offices;
- (iv) supervising the other Officers;
- (v) overseeing daily operations, including financial, legal, and human resources management, in accordance with the budget approved by the Board of Directors;
- (vi) supervising the Association's financial settlement and distribution services;
- (vii) reporting regularly to the Board of Directors on organizational and financial performance and strategic issues;
- (viii) performing any additional duties as set out in the Association's By-Laws.

(b) The Chief Financial Officer is responsible for the overall financial management of the Association, ensuring compliance with financial policies, maintaining effective internal controls, meeting financial reporting obligations, and performing any additional duties as set out in the Association's By-Laws.

(c) The Corporate Secretary is responsible for the Association's governance framework, including compliance with the Special Act, the Association's by-laws, applicable laws and regulations, supporting the functioning of the Board of Directors, Board Committees, and advisory and consultative bodies, and performing any additional duties as set out in the Association's By-Laws.

(d) The Board of Directors may delegate specific operational powers and responsibilities to Officers through the by-laws and resolutions, except for such responsibilities which may not be delegated pursuant to the Special Act, this By-Law, or applicable laws.

(e) Officers act within the limits of their delegated authority.

### **7.3 Removal and Vacancy**

(a) The Board of Directors may remove an Officer at any time by resolution, subject to contractual agreements or employment laws.

(b) In the event of a vacancy, the Board of Directors appoints a replacement as soon as practicable.

## **8. Financial Management**

### **8.1 Fiscal Year**

The fiscal year is 1 January to 31 December.

### **8.2 Annual Budget**

The annual budget and unbudgeted expenditures are approved by the Board of Directors.

### **8.3 Consolidated Financial Statements**

The Board of Directors approves and adopts the annual financial statements, which are presented to the Annual General Meeting for information.

### **8.4 External Auditor**

The Members appoint the external auditor at the Annual General Meeting, on a recommendation of the Board of Directors.

## **9. Code of Conduct**

(a) All activities of the Association are conducted in accordance with the highest standards of integrity, ethics, and professionalism. In carrying out their responsibilities, the Association's employees act in alignment with the Association's values, ensuring that decisions, policies and operations reflect these values.

(b) The Board of Directors adopts and periodically reviews a Code of Conduct outlining expected behaviors, procedures for conflict-of-interest disclosures, and compliance requirements. This Code of Conduct applies to all individuals and entities acting on behalf of the Association or participating in its governance.

## **10. Environmental, Social, and Governance Principles**

(a) The Association integrates environmental, social, and governance (ESG) principles into its activities, decisions, and reporting. The Board of Directors periodically reviews the Association's ESG performance and may establish guidelines or initiatives to further advance these principles.

(b) The Association promotes diversity in its leadership, governance bodies, and employees to ensure that diverse contributions inform its activities and decision-making.

(c) These principles guide the activities and decisions of all governance bodies, groups, and Officers established by the Association.

## **11. Authorized Signatories, Powers of Attorney, and Banking Arrangements**

(a) The Director General, the Corporate Secretary, and the Chief Financial Officer have the authority to sign contracts, agreements and other documents on behalf of the Association.



- (b) The Director General may designate the Association's employees as authorized signatories to execute contracts and agreements with third parties on behalf of the Association. Authorized signatories may delegate their authority further within the limits and conditions established in writing by the Director General.
- (c) The Director General or the Corporate Secretary may grant powers of attorney for the conduct of the activities of the Association.
- (d) The Corporate Secretary maintains a record of all authorized signatories and powers of attorney, and the scope of their signing authority or powers, ensuring compliance with any applicable policies or regulations.
- (e) The Director General, or the Corporate Secretary may certify a copy of any instrument, resolution, by-law, or other document of the Association to be a true copy thereof.
- (f) The Board of Directors may, by resolution, designate, appoint or authorize any bank, trust company, or other firm or corporation carrying on a banking business in Canada or elsewhere at which the Association's banking business may be transacted. The Board of Directors may, by resolution, designate, direct, or authorize one or more officers of the Association, or other persons, to transact the Association's banking business or any part of it.

## 12. Indemnification

- (a) Subject to applicable law, the Association fully indemnifies and holds harmless its current and former Directors, members of advisory and consultative bodies, Officers, heads of division, and legal counsel, as well as their heirs, successors, executors, administrators, and other personal representatives, from and against any claims, actions, demands, damages, losses, reasonable costs, and expenses arising out of or in connection with the performance of their duties and obligations in good faith under their appointment, engagement or employment.
- (b) Indemnification applies only if the individuals described in (a) acted honestly, in good faith and, and with a reasonable belief that their conduct was lawful.
- (c) The Association maintains insurance to give effect to this indemnity in such amounts as the Board of Directors may determine, subject to applicable law.

## 13. Notices

All notices required by the Association's by-laws are deemed effective upon delivery in person, one day after transmission by electronic means, or on the date indicated on the return receipt if sent by registered or certified mail or courier.

## 14. Amendments and Bylaws

- (a) Subject to the Special Act and paragraph (b) below, by-laws, rules or regulations may be adopted, amended, or repealed by a resolution of the Board of Directors.
- (b) The Board of Directors may not adopt, amend or repeal by-laws, rules or regulations which affect any of the following matters, which require approval by special resolution (two thirds) of the Members registered and voting at a Meeting of Members:
- (i) change the province in which the Association's head office is situated;
  - (ii) change membership rights and conditions or create new classes or groups of members;
  - (iii) increase or decrease the number of Directors;
  - (iv) change the manner of giving notice to Members entitled to vote at a Meeting of Members;

- (v) change the method of voting by members not in attendance at a Meeting of Members;
- (vi) dissolve the Association or determine the distribution of net remaining assets; or
- (vii) otherwise affecting fundamental aspects of the Association.

(c) Any by-law, amendment or repeal adopted by the Board of Directors is effective immediately, subject to confirmation, rejection or amendment by ordinary resolution of the Members at the next Meeting of Members. The by-law, amendment or repeal ceases to have effect if it is not submitted by the Board of Directors to the Members as required herein or if it is rejected by the Members; however, actions previously taken under those amendments remain valid.

## **15. Languages**

(a) The working language of the Association is English.

(b) The Association provides translations of the agenda and documentation issued for Meetings of Members in Arabic, Chinese, French, and Spanish, but these translations may be issued after the deadline stipulated in the Rules of the Meetings of Members. In case of discrepancies between the translations and the English version, the English version prevails.

## **16. Dissolution**

(a) The Association may be liquidated and dissolved only by resolution of a Meeting of the Members, approved in writing by two-thirds of all the Members.

(b) Upon dissolution, the net remaining assets are distributed to the United Nations.

(c) Members are responsible for outstanding and contingent liabilities in proportion to their last annual membership dues relative to the total amount of assessed annual dues.

# By-Law No. 2 – Rules of the Meetings of Members

## 1. General Provisions

### 1.1 Legal Framework

A by-law relating to the organization and conduct of the Meeting of Members and established under *An Act to incorporate International Air Transport Association*<sup>2</sup> (the "Special Act") and By-Law No. 1 – Articles of Association. Any capitalized term or expression not defined herein have the meaning ascribed to it in By-Law No. 1 – Articles of Association.

### 1.2 Meetings

(a) The Annual General Meeting must be held not later than 15 months after the last preceding Annual General Meeting but not later than six months after the fiscal year-end of the Association to fulfill statutory and governance obligations.

(b) Special meetings may be convened as necessary to address urgent matters requiring Member approval.

## 2. Format and Notice

### 2.1 Location and Format

(a) The Members approve the time and location of Annual General Meetings at the preceding Annual General Meeting upon recommendation of the Board of Directors. If no decision is made at the preceding Annual General Meeting, or if unforeseen circumstances arise, the Board of Directors determines the time and location.

(b) Annual General Meetings are held in person and remote participation is not allowed. The Board of Directors may exceptionally determine that an Annual General Meeting is held electronically if circumstances may prevent participation by a representative number of Members.

(c) The Corporate Secretary may determine whether a special meeting is to be held in person or electronically in consultation with Chair.

(d) The Board of Directors recommends the location for an Annual General Meeting for approval by the Members taking into consideration the following criteria:

- (i) availability of international flight connections and ease of travel for Members;
- (ii) regional rotation;
- (iii) availability of suitable venues and technical facilities; and
- (iv) potential sponsorship or logistical support from a Member.

### 2.2 Notice

(1) The Corporate Secretary issues the notice of meeting 120 days before each Annual General Meeting and 30 days before each special meeting, confirming the date, location and format of the meeting and providing an indicative order of business.

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<sup>2</sup> Statutes of Canada, 1945, Chapter 51 (Assented to 18 December 1945), as amended by Statutes of Canada, 1974-75-76, Chapter 111 (Assented to 27 February 1975).

(2) The Corporate Secretary issues the agenda and documentation to the Members at least 30 days in advance of any Meeting of Members. The agenda for the Annual General Meeting is prepared in consultation with the Chair and the Director General before issuance.

## **2.3 Special Business**

(a) The Board of Directors and any Member may request the inclusion of a matter for discussion at the meeting.

(b) A proposal from a Member is submitted in writing to the Corporate Secretary at the latest 60 days before the meeting and:

- (i) states the nature of the business in sufficient detail to permit Members to form a reasoned judgment on the business;
- (ii) provides the text of any special resolution to be submitted to the meeting; and
- (iii) may include a statement in support of the proposal, not exceeding 1,000 words in total.

(c) The Corporate Secretary may reject the proposal if:

- (i) the proposal is not submitted in writing at least 60 days before the Meeting of Members;
- (ii) the proposal is intended to enforce a personal claim or redress a personal grievance against the Association or its Directors, officers, or Members;
- (iii) the proposal does not relate in a significant way to the activities or affairs of the Association;
- (iv) the proposal was submitted by a Member who failed to present a similar proposal at a Meeting of Members held not more than two years before;
- (v) is substantially the same as a proposal previously submitted to Members in the past five years that did not receive support from at least three per cent of the total votes cast; or
- (vi) the rights conferred under this Section are being abused to secure publicity.

(d) The Corporate Secretary may reject any proposal that is contrary to applicable laws, including competition laws, or otherwise incompatible with the Association's legal obligations.

(e) The Corporate Secretary notifies a Member in writing whether their proposal has been accepted for inclusion in the agenda no later than 30 days before the meeting. If the proposal is rejected, the Corporate Secretary provides the reasons for the rejection.

## **2.4 Member Questions and Requests for Clarification**

(a) Upon issuance of the agenda and documentation of the Meeting of Members, Members may submit written questions to the Corporate Secretary on matters included in the agenda.

(b) Such questions are submitted at least 10 days before the meeting.

(c) The Corporate Secretary may provide written responses in advance of the meeting or, if deemed appropriate, address the questions during the meeting. The questions received, along with the Secretariat's clarifications, are summarized by the Corporate Secretary and distributed to Members in advance of the meeting.

(d) Members may also raise questions during the meeting as part of the deliberations of an agenda item, in accordance with Section 5.3.

### **3. Participation and Voting**

#### **3.1 Quorum**

(a) A majority of the Members entitled to vote at a Meeting of Members in accordance with Section 3.4 constitutes a quorum for the duration of the Meeting of Members.

(b) If the quorum is not met at the start of the Meeting of Members, the Meeting of Members is adjourned and reconvened as determined jointly by the President (as defined herein), the Chair, and the Corporate Secretary.

#### **3.2 Member Representative**

(a) Each Member is represented at a Meeting of Members by an individual holding a position with the highest-ranking authority in either a Member or a company that owns the majority of the voting shares in a Member and whose primary business is the management of one or more air transport enterprises (a "Member Representative").

(b) If a registered Member Representative is unable to attend a Meeting of Members due to unforeseen circumstances, the Member may, upon request to and approval by the Corporate Secretary, exceptionally designate another senior executive to represent it at the Meeting of Members. Such approvals are at the discretion of the Corporate Secretary, reflecting the exceptional and unforeseen nature of the situation.

(c) The Member Representative has the exclusive right to take the floor, vote, and exercise all governance rights on behalf of the Member.

(d) An individual may only act as Member Representative for one Member at a Meeting of Members.

(e) Proxies are not permitted.

#### **3.3 Accredited Attendee**

A Member may designate up to two individuals to attend the Meeting of Members in a non-representative capacity. Accredited attendees cannot vote, take the floor, or otherwise participate in the proceedings unless expressly authorized by the President. The designation of Accredited Attendees is made in writing by the Member prior to the Meeting of Members.

#### **3.4 Voting Rights**

(a) Each Member represented by a Member Representative at a Meeting of Members has the right to exercise one vote, unless provided otherwise in By-Law No. 1 – Articles of Association.

(b) Decisions are taken at an ordinary majority of Members voting, except if a special majority or unanimity is required by By-Law No. 1 – Articles of Association.

#### **3.5 Voting Procedures**

(a) Decisions are adopted in accordance with the following procedure:

- (i) if no objections are raised, the President confirms adoption of the decision and declares it approved; or
- (ii) if an objection is raised, the decision is decided by a show of hands, or by a secret ballot conducted electronically if requested by the Chair, the President, or at least 50% of Members present.

(b) If a vote is conducted electronically, the Corporate Secretary ensures that all Member Representatives have access to the necessary voting equipment before voting commences.

#### **4. Observers**

(a) Observers may attend a Meeting of Members only with prior approval from the Director General or the President.

(b) Observers cannot vote, take the floor, or otherwise participate in the proceedings unless expressly authorized by the President.

(c) The President may exclude observers from any part of the meeting where confidential matters are discussed.

#### **5. Meeting Conduct**

##### **5.1 President**

(a) The Board of Directors appoints the President for each Meeting of Members at least 30 days before the meeting. The President must hold a position with the highest-ranking authority in either a Member or a company that owns the majority of the voting shares in a Member and whose primary business is the management of one or more air transport enterprises, with consideration given to a Member supporting the organization of the Meeting of Members.

(b) The President presides over the Meeting of Members, ensuring orderly proceedings, adherence to governance rules, fair participation, and oversees decision-making processes.

(c) If the appointed President is unable to serve, the Chair presides. If neither are available, the Director General presides.

(d) The President does not have voting rights unless they are also a Member Representative.

##### **5.2 Secretary**

(a) The Corporate Secretary acts as secretary of Meetings of Members. If the Corporate Secretary is unavailable, the Director General or the Corporate Secretary appoints an employee of the Association to act as secretary of that Meeting of Members.

(b) The Corporate Secretary oversees the administration of Meetings of Members, ensuring compliance with By-Law No. 1 – Articles of Association and these rules. The Corporate Secretary records attendance, verifies quorum, manages official documents, facilitates voting processes, and prepares the minutes.

##### **5.3 Deliberations**

(a) The President or designated presenter presents the business and any resolution or motion submitted to the Members.

(b) Prior to any discussion, the President opens the floor for questions or objections from Member Representatives. The President calls upon speakers in the order in which they have asked to speak.

(c) No individual is permitted to speak unless called upon by the President. The President may limit the time allowed to each speaker.

##### **5.4 Appeal**

A Member may appeal a ruling by the President on a procedural matter. The appeal is immediately put to a vote of the Members present, and the ruling stands unless overruled by a majority of Members voting.

## 6. Motions

- (a) The Board of Directors or any Member may submit a motion to request a specific decision or action by the Meeting of Members. A motion must relate to a matter included in the agenda and be formulated to enable a clear decision.
- (b) Motions are submitted in writing to the Corporate Secretary at least 10 days before the Meeting of Members. Each motion is presented in a manner that allows for approval or rejection and includes a rationale. The Corporate Secretary circulates validly submitted motions to all Members at least four days before the Meeting of Members.
- (c) The Board of Directors or any Member may submit a countermotion at least 48 hours before the Meeting of Members. The countermotion includes a rationale and specify the proposed amendment or alternative action.
- (d) Exceptionally, the President may allow a motion or countermotion to be introduced during the Meeting of Members if it addresses a material development or correction that could not reasonably have been foreseen before the Meeting of Members.
- (e) If multiple countermotions are received for the same agenda item, they are presented in the order in which they were received. The President may determine whether to consolidate similar motions or proceed with sequential consideration.
- (f) A motion may not be used to introduce a resolution that was not submitted under Section 2.3, except where the President determines the matter is urgent and requires immediate action.

## 7. Resolutions

- (a) A Meeting of Members may adopt resolutions for matters requiring a formal decision by the Members:
- (i) governance and statutory matters requiring approval under the Special Act or By-Law No. 1 – Articles of Association;
  - (ii) decisions that establish a formal mandate for the Board of Directors or Director General to act on matters on governance, policy, strategy or other initiatives requiring action by the Association; and
  - (iii) joint commitments of the Members that require defined action and implementation by the members.
- (b) A resolution must:
- (i) support the purposes, objects and aims of the Association;
  - (ii) not be a statement of opinion or non-binding declaration without actionable commitments; and
  - (iii) not duplicate a previously adopted resolution unless circumstances have materially changed.
- (c) A Member may submit a proposal for a resolution in accordance with Section 2.3.
- (d) The Corporate Secretary reviews the proposal to determine whether it meets the established criteria for resolutions.
- (e) Resolutions that establish a joint commitment of the Members require a two-thirds majority.
- (f) A Member may file a reservation against a resolution at the time of its adoption. The reservation is recorded in the meeting minutes but does not affect the applicability of the resolution to the Members.

## **8. Standards of Conduct**

(a) Participants in Meetings of Members comply with the Code of Conduct, ensuring professional, respectful, and ethical participation in meetings.

(b) Participants disclose any actual or potential conflicts of interest in accordance with the provisions of the Code of Conduct, prior to participating in discussions or votes.

## **9. Confidentiality and Meeting Documents**

### **9.1 Confidentiality**

(a) All discussions, documents, and reports related to Meetings of Members are considered confidential unless published by the Association or otherwise indicated by the Board of Directors, President, Director General, or Corporate Secretary. Confidentiality applies to disclosure beyond the Association's Members.

(b) Members may not disclose any confidential meeting content to non-members without prior authorization from the Corporate Secretary.

(c) Observers may not disclose any content without prior written authorization.

### **9.2 Meetings Reports**

(a) The Corporate Secretary prepares and retains reports of all Meetings of Members. The reports are circulated within three months of the meeting and approved at the next Annual General Meeting.

(b) Within seven days of the meeting, the Corporate Secretary circulates to all Members the resolutions adopted at the Meeting of Members.

### **9.3 Disclosure and Access to Documents**

(a) The Corporate Secretary retains the documentation and reports of all Meetings of Members and makes them available on request to any Member.

(b) The Corporate Secretary may disclose documents if required for compliance with audit, legal, regulatory, or judicial obligations.

## **10. Amendments**

The Board of Directors may amend this by-law in accordance with By-Law No. 1 – Articles of Association.



# By-Law No. 3 – Rules of the Board of Directors

## 1. General Provisions

### 1.1 Legal Framework

A by-law relating to the organization and conduct of the Board of Directors and established under *An Act to incorporate International Air Transport Association*<sup>3</sup> (the "Special Act") and By-Law No. 1 – Articles of Association. Any capitalized term or expression not defined herein has the meaning ascribed to it in By-Law No. 1 – Articles of Association.

### 1.2 Types of Meetings

(a) The Board of Directors holds at least two regular meetings per year.

(b) A special meeting of the Board of Directors may be called by the Chair, the Director General, or any five Directors.

### 1.3 Informal Meetings

(a) The Board of Directors may hold informal meetings electronically to discuss ongoing matters, receive updates, or provide input on time-sensitive issues.

(b) Informal meetings may not replace regular meetings or be used to circumvent requirements for decision-making, quorum, or record-keeping. No formal decisions may be taken during informal meetings.

(c) Quorum requirements do not apply to informal meetings.

(d) The Corporate Secretary circulates a summary of key discussion points to all Directors following an informal meeting. However, informal meetings do not require formal reports or documentation unless otherwise decided by the Chair.

## 2. Format and Notice

### 2.1 Location and Format

(a) The Corporate Secretary determines the time and location of meetings in consultation with the Director General and the Chair.

(b) Regular meetings are held in person. The Board of Directors may exceptionally determine that a regular meeting is held electronically if circumstances may prevent participation by a representative number of Directors.

(c) The Corporate Secretary determines whether a special meeting is to be held in person or electronically in consultation with the Director General and the Chair.

### 2.2 Notice of Meetings

(1) The Corporate Secretary issues the notice of meeting at least 60 days before each regular meeting and at least seven days before each special meeting, confirming the date, location and format of the meeting and providing an indicative order of business.

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<sup>3</sup> Statutes of Canada, 1945, Chapter 51 (Assented to 18 December 1945), as amended by Statutes of Canada, 1974-75-76, Chapter 111 (Assented to 27 February 1975).

(2) The Corporate Secretary issues the agenda, after its approval by the Chair, and supporting documentation to the Directors at least 30 days in advance of any regular meeting and at least five days in advance of any special meeting. The timeframe for providing materials for special meetings may be shortened if circumstances require.

## **2.3 Special Business**

(a) Individual Directors and any Members representing at least 5% of the membership may request the inclusion of any matter on the agenda of a regular meeting.

(b) A proposal is submitted in writing to the Corporate Secretary at the latest 30 days before the meeting and:

- (i) state the nature of the business in sufficient detail to permit the Board of Directors to form a reasoned judgment on the business; and,
- (ii) may include a statement in support of the proposal, not exceeding 1000 words in total.

(c) The Corporate Secretary may reject the proposal if:

- (i) the proposal is not submitted in writing at least 30 days before the meeting;
- (ii) the proposal is intended to enforce a personal claim or redress a personal grievance against the Association or its Directors, Officers, or Members;
- (iii) the proposal does not relate in a significant way to the activities or affairs of the Association;
- (iv) the proposal does not fall within the authority of the Board of Directors;
- (v) the proposal was submitted by a Member who failed to present a similar proposal at a meeting held not more than two years before;
- (vi) is substantially the same as a proposal previously submitted in the past five years that did not receive the minimum required support; or
- (vii) the rights conferred under this Article are being abused to secure publicity.

(d) The Corporate Secretary may reject any proposal that is contrary to applicable laws, including competition laws, or otherwise incompatible with the Association's legal obligations.

(e) The Corporate Secretary notifies the proposer in writing whether their proposal has been accepted for inclusion in the agenda no later than 21 days before the meeting. If the proposal is rejected, the Corporate Secretary provides the reasons for the rejection.

(f) Directors may raise matters for discussion under Any Other Business, subject to available time. However, matters raised during the meeting may not be put to a vote or require a decision unless the Chair determines that it is urgent and in the best interests of the Association to do so.

## **3. Meeting Conduct**

### **3.1 Chair**

The Chair presides over meetings, ensuring orderly proceedings, adherence to governance rules, fair participation, and oversees decision-making processes.

### 3.2 Secretary

(a) The Corporate Secretary acts as secretary of the Board of Directors. If the Corporate Secretary is unavailable at a meeting, the Director General or the Corporate Secretary appoints another IATA employee to act as secretary of that meeting.

(b) The Corporate Secretary oversees the administration of the Board and its meetings, ensuring compliance with the Association's by-laws. The Corporate Secretary records attendance, verifies quorum, manages official documents, facilitates decision-making processes, and prepares the report.

### 3.3 Quorum

(a) Quorum is met if at least 17 Directors are present at the start of the meeting.

(b) If the quorum is not met at the start of the meeting, the meeting is adjourned and reconvened as determined by the Chair.

### 3.4 Voting Rights

(a) Each Director has the right to exercise one vote.

(b) No decision is valid unless approved by at least 17 Directors, except if a greater majority is required by the Association's by-laws or applicable laws.

(c) No proxies are allowed.

### 3.5 Voting Procedures

Except if required otherwise by the Association's by-laws, decisions are adopted in accordance with the following procedure:

- (i) if no objections are raised, the Chair confirms adoption of the decision and declare it approved; or
- (ii) if an objection is raised, the decision is decided by a show of hands.

### 3.6 Electronic Votes

(a) The Board of Directors may take decisions between meetings by electronic vote, provided that the matter does not warrant the convening of a special meeting and requires resolution prior to the next regular meeting. Matters decided by electronic vote may not be reopened at a subsequent meeting, unless the vote results in a tie, in which case the matter is placed on the agenda of the next meeting for further consideration.

(b) The Corporate Secretary initiates an electronic vote by issuing a notice, by email or other secure electronic means, to all Directors at least seven days prior to the deadline for voting. The notice includes:

- (i) the text of the proposed resolution, decision, or recommendation;
- (ii) sufficient background information to enable Directors to make an informed decision;
- (iii) the procedure and deadline for casting a vote; and
- (iv) instructions for submitting the vote in writing, including by email or other secure electronic means.

(c) Any Director may object to the use of an electronic vote within 48 hours of the issuance of the notice. In such case, the vote is cancelled, and the matter is referred to a special meeting of the Board of Directors.

(d) Directors must cast their votes in writing using the procedure specified in the notice. A vote may be submitted by email or other verifiable electronic means, provided that the identity of the Director can be confirmed and the vote is clearly stated. Votes are irrevocable once submitted and must remain confidential.

(e) Non-responses are recorded as abstentions. Unless otherwise specified in these rules, an electronic vote is valid if a quorum of Directors participate and if 17 affirmative votes are received.

(f) The Corporate Secretary will announce the result of the vote in writing to all Directors, confirming that quorum and voting thresholds were met. Records of all electronic votes are maintained by the Corporate Secretary.

(g) The Corporate Secretary ensures that the procedures for mail votes uphold transparency, security, and integrity in the voting process.

### **3.7 Attendance by Non-Members**

(a) The Chief Financial Officer may attend and participate in regular meetings.

(b) Employees of the Association designated by the Director General or the Corporate Secretary may attend meetings to support agenda items or to assist with meeting procedures.

(c) The Chair may invite other individuals, such as representatives of Members or external advisors, to attend meetings on an ad-hoc basis solely to present or clarify specific agenda items. Such invited individuals may only be present during the consideration of those items.

(d) Directors may be accompanied by interpreters, subject to prior approval by the Corporate Secretary. Advisors to Directors may not attend meetings.

### **3.8 Confidential Sessions**

The Board of Directors may hold confidential sessions attended only by Directors but excluding the Director General. If the Corporate Secretary is not present, the Chair acts as secretary for the session, ensuring that key decisions are recorded while maintaining confidentiality.

## **4. Resolutions**

(a) A resolution of the Board of Directors is required for decisions on:

- (i) governance, financial and other statutory matters requiring approval under By-Law No. 1 – Articles of Association;
- (ii) major policy decisions that establish a formal mandate for the Board of Directors, Director General, or Board Committees to act;
- (iii) formal recommendations to the Members; and
- (iv) any matter required to be approved by resolution under applicable laws.

(b) Within 14 days of their adoption, the Corporate Secretary circulates resolutions adopted by the Board of Directors to the Members.

## **5. Standards of Conduct**

(a) Directors act independently and in the best interests of the Association as a whole. Each Director serves as a representative of the Members, ensuring the collective interests of all Members are upheld, rather than acting as a delegate of their own region or Members.

(b) Directors comply with the Code of Conduct, ensuring professional, respectful, and ethical participation in meetings.

(c) Directors disclose any actual or potential conflicts of interest in accordance with the provisions of the Code of Conduct, prior to participating in discussions or votes.

## **6. Resignation and Removal**

(a) Directors may resign at any time, but they must inform the Corporate Secretary as soon as practical of their resignation.

(b) Directors are automatically and immediately removed if:

- (i) the Director no longer holds a position with the highest-ranking authority in the Member or the company that owns the majority of the voting shares in the Member that nominated the Director;
- (ii) the Member that nominated the Director ceases to be a Member of the Association or is suspended; or
- (iii) the Director fails to attend two consecutive regular meetings of the Board of Directors without justification.

(c) The Chair and the Director General may jointly remove Directors who fail to comply with the by-laws or Code of Conduct, or act in a manner prejudicial to the purposes, objects and aims of the Association. Directors may appeal against their removal to the Board of Directors.

(d) The Members may by ordinary majority at a Meeting of Members remove any Director.

(e) Directors may appeal against their removal to the Board of Directors.

## **7. Confidentiality and Meeting Documents**

### **7.1 Confidentiality**

All meeting discussions, documents, and reports are considered confidential unless published by the Association or otherwise indicated by the Board of Directors, Director General, or Corporate Secretary. Confidentiality applies to disclosure beyond the Directors and the Member they represent.

### **7.2 Meeting Reports**

(a) The Corporate Secretary prepares reports of all meetings. The reports are circulated within one month of the meeting and approved at the next regular meeting.

(b) Within 14 days of the meeting, the Corporate Secretary circulates the summary of the meeting to the members.

(c) The Corporate Secretary retains the documentation and reports of all meetings and make them available to Directors during their terms.

### **7.3 Disclosure and Access to Documents**

(a) The Corporate Secretary may disclose documents relating to the Board of Directors, voting and notifications to third parties if required for compliance with audit, legal, regulatory, or judicial obligations.

(b) Members may request access to documentation and reports by submitting a written request to the Corporate Secretary. The Corporate Secretary reviews requests and determines whether disclosure is appropriate, taking into consideration the Association's obligations to protect:

- (i) confidential commercial, financial, or legal matters;
- (ii) personal information, including discussions involving personnel decisions, contracts, or litigation;
- (iii) policy development or strategic planning not yet finalized; and
- (iv) any other information deemed sensitive or privileged under applicable laws or regulations.

(c) If a request for access to documentation is denied, the Member may submit an appeal to the Board of Directors. The decision is final.

## **8. Reporting and Performance**

### **8.1 Reporting to the Members**

The Board of Directors presents an annual report to the Members, summarizing key decisions, strategic priorities, policy initiatives, and financial performance.

### **8.2 Self-Evaluation**

(a) The Board of Directors conducts an annual self-evaluation to assess the effectiveness, as a whole, of the Board of Directors and Board Committees in fulfilling their duties and the quality of decision-making and strategic oversight.

(b) A summary of findings is shared with the members at the next Annual General Meeting.

### **8.3 Independent Review**

(a) An independent review will be conducted at least once every three years to assess the effectiveness, as a whole, of the Board of Directors and Board Committees in fulfilling their governance responsibilities, the alignment of governance structures with best practices, compliance with legal obligations, and the implementation of previous governance recommendations.

(b) The review will be conducted by a third-party independent of the Board of Directors, Directors, Association, and any individual Member with recognized expertise in governance reviews appointed by the Board of Directors.

(c) The Board of Directors will consider and discuss the recommendations of the review and determines any governance improvements to be implemented.

(d) A summary of the findings of the independent review will be shared with the members at the next Annual General Meeting.

## **9. Amendments**

The Board of Directors may amend this by-law in accordance with By-Law No. 1 – Articles of Association.

# By-Law No. 4 – Rules of the Board Committees

## 1. General Provisions

### 1.1 Legal Framework

A by-law relating to the organization and conduct of the Board Committees and established under *An Act to incorporate International Air Transport Association*<sup>4</sup> (the "Special Act") and By-Law No. 1 – Articles of Association. Any capitalized term or expression not defined herein has the meaning ascribed to it in By-Law No. 1 – Articles of Association.

### 1.2 Terms of Reference

The Board establishes and maintains terms of reference for each Board Committee (the "Terms of Reference"), which define the following:

- (i) the mandate and responsibilities of the Board Committee;
- (ii) the scope of delegated authority, decision-making powers, and matters to be referred to the Board of Directors;
- (iii) the composition of the Board Committee;
- (iv) the frequency and format of meetings, and any other procedural requirements; and
- (v) reporting requirements.

### 1.3 Established Board Committees

(a) The following Board Committees are established, each operating in accordance with its Terms of Reference:

- (i) Governance and Performance Committee;
- (ii) Industry Strategy and Policy Committee;
- (iii) Finance, Risk and Audit Committee; and
- (iv) Membership Committee.

(b) The Board of Directors may discontinue an existing Board Committee or establish a new Board Committee at any time.

## 2. Membership

### 2.1 Appointment

Subject to the approval of the Board of Directors, the Chair of the Board appoints the Board Committee members in accordance with the Terms of Reference of each Board Committee.

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<sup>4</sup> Statutes of Canada, 1945, Chapter 51 (Assented to 18 December 1945), as amended by Statutes of Canada, 1974-75-76, Chapter 111 (Assented to 27 February 1975).

## **2.2 Terms**

Unless provided otherwise in the Terms of Reference of the respective Committee, Board Committee members are appointed for a period coinciding with their current term on the Board of Directors. A Director may be re-appointed to a Board Committee at the end of the term if the Director is re-appointed to the Board of Directors.

## **3. Format and Notice**

### **3.1 Time and Location**

(a) The Corporate Secretary determines the time and location of meetings in consultation with the Board Committee Chair.

(b) Meetings may be held in person or electronically.

### **3.2 Regular Meetings**

(a) The Corporate Secretary issues the notice of meeting at least 60 days before in-person meetings and at least 30 days before electronic meetings, confirming the date, location and format of the meeting and providing an indicative order of business.

(b) The Corporate Secretary issues the agenda, after its approval by the Board Committee Chair, and supporting documentation to the Board Committee members at least 21 days in advance.

(c) The Corporate Secretary circulates the notice of meeting and the agenda to the Board of Directors upon issuance. Directors may request the inclusion on the agenda of any matter within the responsibilities of the Board Committee by submitting a written request to the Corporate Secretary at least seven days before the meeting.

### **3.3 Special Meetings**

(a) A special meeting may be called jointly at any time by the Board Committee Chair and the Corporate Secretary, if needed to address urgent matters. The Corporate Secretary issues a notice at least seven days in advance, unless circumstances require shorter notice.

(b) The Corporate Secretary issues the agenda, after its approval by the Board Committee Chair, and supporting documentation to the Board Committee members at least five days in advance of any special meeting. The timeframe for providing materials may be shortened if circumstances require.

### **3.4 Informal Meetings**

(a) Board Committees may hold informal meetings electronically to discuss ongoing matters, receive updates, or provide input on time-sensitive issues.

(b) Informal meetings may not replace regular meetings or be used to circumvent requirements for decision-making, quorum, or record-keeping. No formal decisions may be taken during informal meetings.

(c) Quorum requirements do not apply to informal meetings.

(d) The Corporate Secretary circulates a summary of key discussion points to all Board Committee members following an informal meeting. However, informal meetings do not require formal reports or documentation unless otherwise decided by the Board Committee Chair.



## 4. Meeting Conduct

### 4.1 Chair

(a) Subject to the approval of the Board of Directors, the Chair appoints a person among the Board Committee members to act as Chair for that Board Committee (the "Board Committee Chair").

(b) The Board Committee Chair presides over meetings, ensuring orderly proceedings, adherence to governance rules, fair participation, and oversees decision-making processes.

(c) If the Board Committee Chair is unavailable, the Corporate Secretary appoints a Board Committee member to act as chair of that meeting.

### 4.2 Secretary

(a) The Corporate Secretary acts as secretary of all Board Committees and oversees the administration of the Board Committees and their meetings, ensuring compliance with the Association's by-laws. If the Corporate Secretary is unavailable at a meeting, the Director General or the Corporate Secretary appoints another IATA employee to act as secretary of that meeting.

(b) The Corporate Secretary records attendance, verifies quorum, manages official documents, facilitates decision-making processes, and prepares the report.

### 4.3 Quorum

(a) Quorum is met if at least a majority of all Board Committee members are present at the start of the meeting.

(b) If the quorum is not met at the start of a meeting, the meeting is adjourned and reconvened as determined by the Board Committee Chair.

### 4.4 Voting Rights

(a) Each Board Committee member has the right to exercise one vote.

(b) No decision is valid unless approved by a majority of all Board Committee members.

(c) No proxies are allowed.

### 4.5 Voting Procedures

Except if required otherwise by the Association's by-laws, decisions are adopted in accordance with the following procedure:

- (i) if no objections are raised, the Board Committee Chair confirms adoption of the decision and declare it approved; or
- (ii) if an objection is raised, the decision is decided by a show of hands.

### 4.6 Electronic Votes

(a) A Board Committee may take decisions between meetings by electronic vote, provided that the matter does not warrant the convening of a special meeting and requires resolution prior to the next regular meeting. Matters decided by electronic vote may not be reopened at a subsequent meeting, unless the vote results in a tie, in which case the matter is placed on the agenda of the next meeting for further consideration.

(b) The Corporate Secretary initiates an electronic vote by issuing a notice to all Board Committee members at least seven days prior to the deadline for voting. The notice includes:

- (i) the text of the proposed decision or recommendation;
- (ii) sufficient background information to enable Board Committee members to make an informed decision;
- (iii) the procedure and deadline for casting a vote; and
- (iv) instructions for submitting the vote in writing, including by email or other secure electronic means.

(c) Any Board Committee member may object to the use of an electronic vote within 48 hours of the issuance of the notice. In such case, the vote is cancelled, and the matter is referred to a special meeting of the Board Committee.

(d) Board Committee members must cast their votes in writing using the procedure specified in the notice. A vote may be submitted by email or other verifiable electronic means, provided that the identity of the Board Committee member can be confirmed and the vote is clearly stated. Votes are irrevocable once submitted and remain confidential.

(e) Non-responses are recorded as abstentions. Unless otherwise specified in these rules, an electronic vote is valid if a quorum of Board Committee members participate and if a majority of Board Committee members cast an affirmative vote.

(f) The Corporate Secretary will announce the result of the vote in writing to all Board Committee members, including a confirmation that quorum and voting thresholds were met. Records of all electronic votes are maintained by the Corporate Secretary.

(g) The Corporate Secretary ensures that the procedures for mail votes uphold transparency, security, and integrity in the voting process.

#### **4.7 Attendance by Non-Members**

(a) If they are not members of a Board Committee and unless specified otherwise in the Terms of Reference, the Chair, the Vice-Chair, the Director General and the Chief Financial Officer may attend and participate in Board Committee meetings.

(b) Employees of the Association designated by the Director General or the Corporate Secretary may attend meetings to support agenda items or to assist with meeting procedures.

(c) The Board Committee Chair may invite other individuals, such as representatives of members or external advisors, to attend meetings on an ad-hoc basis solely to present or clarify specific agenda items. Such invited individuals may only be present during the consideration of those items.

(d) Board Committee members may be accompanied by interpreters, subject to prior approval by the Corporate Secretary. Advisors to Board Committee members may not attend meetings.

#### **5. Referral of Matters to the Board**

(a) The Board of Directors defines in the relevant Terms of Reference the matters that must be referred to the Board of Directors. A Board Committee must refer any matter beyond its delegated authority or requiring board-level oversight as stipulated in its Terms of Reference.

(b) If the Board of Directors has delegated authority to a Board Committee over a specific matter that requires a decision to be adopted as a resolution under the Rules of the Board of Directors, the Board Committee may only issue a recommendation to the Board of Directors.

## 6. Standards of Conduct

(a) The Board Committee and its members act independently and in the best interests of the Association as a whole. Each Board Committee member serves as a representative of the membership, ensuring the collective interests of all Members are upheld, rather than acting as a delegate of their own region or Member.

(b) Board Committee members comply with the Code of Conduct, ensuring professional, respectful, and ethical participation in meetings.

(c) Board Committee members disclose any actual or potential conflicts of interest in accordance with the provisions of the Code of Conduct, prior to participating in discussions or votes.

## 7. Resignation and Removal

(a) Board Committee members may resign at any time, but they must inform the Corporate Secretary as soon as practical of their resignation.

(b) Board Committee members are automatically and immediately removed if they no longer serve on the Board of Directors or fail to attend two consecutive meetings without justification. Board Committee members may appeal against their termination to the Board of Directors.

## 8. Confidentiality and Meeting Documents

### 8.1 Confidentiality

All meeting discussions, documents, and reports are considered confidential unless published by the Association or otherwise indicated by the Board of Directors, Director General, or Corporate Secretary. Confidentiality applies to disclosure beyond the Directors and the Member they represent.

### 8.2 Meeting Reports

(a) The Corporate Secretary prepares reports of all meetings. The reports are circulated within one month of the meeting and are approved at the next regular meeting.

(b) Within 14 days of the meeting, the Corporate Secretary circulates the summary of the meeting to the Board of Directors.

(c) The Corporate Secretary retains the documentation and reports of all meetings and make them available to Directors during their terms.

### 8.3 Disclosure

(a) The Corporate Secretary may disclose documents relating to the Board Committees if required for compliance with audit, legal, regulatory, or judicial obligations.

(b) Members may request access to documentation and reports by submitting a written request to the Corporate Secretary. The Corporate Secretary reviews requests and determines whether disclosure is appropriate, taking into consideration the Association's obligations to protect:

- (i) confidential commercial, financial, or legal matters;
- (ii) personal information, including discussions involving personnel decisions, contracts, or litigation;
- (iii) policy development or strategic planning not yet finalized; and
- (iv) any other information deemed sensitive or privileged under applicable laws or regulations.

(c) If a request for access to documentation is denied, the Member may submit an appeal to the Board of Directors. The decision is final.

## **9. Reporting**

(a) Each Board Committee reports to the Board of Directors at every regular meeting. Any particular reporting requirements is specified in the Terms of Reference.

(b) Within three days of their adoption, the Corporate Secretary circulates decisions made by the Board Committees to the Board of Directors.

## **10. Amendments**

The Board of Directors may amend this by-law in accordance with By-Law No. 1 – Articles of Association.