



Statutes, By-laws and Proceedings of the IAAIA

Statute

Name of Association	1
Principal Objects	2
Executive Committee	3
Powers of the Committee	4
Members	5
Register	6
Dissolution or Amendments	7

By-Laws

Enforcement	8
Executive Committee	9
Nomination of Candidates	10
Election of Committee Members	11
Vacancies in Committee	12
Suspension of Member	13
Resignation	14

Proceedings of the Executive Committee

Calling of the Meeting	1
Meetings of the Executive committee	2
Notice of the Meetings	3
Chairman	4
Voting	5
Adjournment of Meetings	6
Quorum	7
Election of Officers	8
Minutes of Meetings	9
Sub-Committees	10

STATUTES

- Name: 1. The Name of the Association is: INTERNATIONAL ASSOCIATION OF AIRLINE INTERNAL AUDITORS.
- Principal Objects 2. The Principal Objectives of the Association are:
- 2-1 Establish and maintain a non-profit association, for persons engaged in, concerned with and involved in the internal audit and related assurance functions of any of the world's scheduled and/or charter airlines:
 - 2-2 To help develop and maintain the standards and procedures of the practice of internal audit and related assurance functions in the airline industry;
 - 2-3 To promote the study of and research into the internal audit and related assurance function management and practice in the airline industry, and to organize conference seminars, forums and other activities conducive to other aims;
 - 2-4 To promote the further co-operation of members, all engaged in internal audit or a related assurance function of their respective airline;
 - 2-5 To affiliate or co-operate with any other body or association whose objectives are similar to those of the Association;
 - 2-6 To promote the profession of Internal Audit and related assurance functions in general and to the airline industry in particular;
 - 2-7 To do all such things which are conducive or ancillary to the above objectives.
- Executive Committee 3. There shall be an Executive Committee (the Committee) consisting of Committee members, all engaged in internal audit of their respective airline, appointed in the manner prescribed in the by-laws to this statute.
- Powers of the Executive Committee 4-1 All powers under the provisions of this statute are to be exercised by the Executive Committee in accordance with and subject to the provisions of this statute and by-laws.
- 4-2 The Executive Committee may, from time to time, subject to the provisions of this statute and by-laws, make such Regulations as it thinks fit for the purpose of putting into effect any provisions of this statute or the by-laws or otherwise for regulating the affairs of the Association and may rescind or vary or add to any such regulations provided always that no such regulations shall be in any way inconsistent with the provisions of this statute or the by-laws.
- Members 5.1 The member is the passenger or cargo airline, be it a scheduled or charter airline or any member of the IATA Clearing House. For the purpose of this statute member and airline can be used interchangeably.
- 5.2 A person engaged as an Internal Auditor and/or forming part of the Internal Audit team, section or department or related assurance functions of the member shall be eligible to attend, and participate in, the activities of the Association and represent the member as an Executive Committee member.
- Register 6. The Executive Committee shall maintain a register of representatives of airlines who signify their interest in the activities of the International Association of Airline Internal Auditors.
- Dissolution of Amendments 7-1 The Association may by resolution, of which due notice or Amendments intention had previously been given and passed by a majority of not less than two thirds of the airlines present and voting at a General Meeting, dissolve this Association.
- 7-2 The Association may also, by resolution passed in the like manner as stated in paragraph (1) hereof amend, vary or add to these Statute or By-Laws.

BY-LAWS

- Enforcement 8. By-laws approved during a General Meeting shall, unless otherwise provided take effect immediately.
- The Executive Committee 9. 9-1 The Executive Committee shall consist of up to twelve (12) members, five of whom shall retire at each Annual General Meeting (AGM), but shall be eligible for re-election. The retiring members at each AGM shall be those who have been longest in office since the date of their last election. In the case of members elected on the same day, the five members to retire shall be those who obtained the least number of votes at the last AGM.
9-2 The hosting member of the annual Conference shall be appointed Member of the Executive Committee at the date of acceptance for a two year term and may stand for re-election at the AGM thereafter.
9-3 The members of the Executive Committee shall, as much as practicable, be representative of the widest cross section of the world airlines.
9-4 Members of the Executive Committee shall hold office until the next Executive Committee is formed following an AGM.
- Nomination 10. Nominations for the election of members to the Executive Committee members shall be made in writing by a representative of the airline as defined in section 5-1. Each airline can nominate only one person to represent the member on the Executive Committee.
- Election of Committee Members 11- Election of [Executive] Committee Members-- Election of Executive Committee members shall be held during AGMs of the Association. The election shall be conducted by those Committee members not on the ballot due to continuation of their service or their decision to not stand for re-election. In the event that a suitable number of such Committee members is not available, an Electoral Commission composed of three members nominated by the members present at the AGM may preside over the election process.
11- Each Airline present shall have as many votes as there are vacancies to be filled but shall not cast more than one vote to any one member.
2 Those members, equal to the number of vacancies to be filled, who receive the highest number of votes, shall be elected. In the event that one or more places on the Executive Committee cannot be determined because of an equality of votes, a second ballot shall be taken among the members concerned.
- Vacancies in Committee 12- Should the representative of an Executive Committee member be unable to continue on the Committee then another representative from the same airline can be substituted.
12- In the event of any vacancy occurring in the Executive Committee between two AGMs, the Executive Committee may fill such vacancy by the member who obtained the highest number of votes and was not elected at the last election.
12- In the event that no such member is identified under By-Law 12-1 above or such members identified are not willing or able to become Executive Committee members, the Executive Committee is empowered to seek out and nominate members of the Association to join the Committee. The selection of a new Executive Committee member identified under this By-Law must be agreed to by a majority of the Executive Committee.
12- The Executive Committee may proceed notwithstanding any vacancy amongst its members, so however, that the number of members shall not fall below five (5).
4
- Suspension of Member from the Executive Committee 13. Under serious circumstances, or when it appears that a member is acting in contravention of the objectives of the Association, the Executive Committee may, by a resolution passed by secret ballot at meeting specially convened for this purpose, suspend or remove a member or the representative of the member from the Executive Committee. This resolution requires a two thirds majority of the votes of the members present for the meeting.
- Resignation 14. A member or representative of a member may tender their resignation from office by notice in writing to the Chairman or Vice Chairman, and on its acceptance by the said Executive Committee, but not until then, shall cease to be a Member.

PROCEEDINGS OF THE EXECUTIVE COMMITTEE

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| Calling of Meetings | 1. | A meeting of the Executive Committee may be called at any time by the Chairman or in their absence by the Vice Chairman or on a request in writing by not less than five members represented in the Association. |
| Meeting of Executive Committee | 2. | The Executive Committee shall meet at least three times every year with at least two meetings each calendar year conducted in person. |
| Notice of Meetings | 3. | Notice in writing of a meeting of the Executive Committee shall be sent to each member at least (15) calendar days before such meeting. The notice is to contain the date, time and place, and where possible, a statement of the business to be transacted at such meeting. |
| Chairman of Meetings | 4. | The meetings of the Executive Committee shall be chaired Meetings by the Chairman or in their absence, the Vice Chairman or in the absence of both, by a person elected by those members present. |
| Voting | 5. | Except where otherwise provided in the statute or the by- laws, every decision taken at an Executive Committee meeting shall be determined by a majority of votes of the members present. Every member shall have one vote, but in the case of equality of votes, the Chairman shall have a casting vote in addition to their original vote. |
| Adjournment of Meetings | 6. | Subject to the provisions of these by-laws, the Chairman may, with the consent of the Committee members, adjourn an Executive Committee meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. No notice need be given of an adjourned meeting unless it is so desired in the resolution for adjournment. |
| Quorum | 7. | Five members of the Executive Committee shall form a quorum. |
| Election of Officers | 8. | At the first meeting of the Executive Committee after an AGM, the members of the Executive Committee shall elect the officers by ballot. The officers shall hold office until the next AGM when new members are elected. |
| Minutes of Meeting | 9. | Proper minutes shall be recorded of all resolutions and proceedings of meetings of the Executive Committee and of the subcommittees thereof. Minutes signed by the Chairman of the meeting of a Committee or every sub Committee shall be sufficient evidence of the facts contained therein. |
| Sub-Committees | 10. | The Executive Committee may appoint sub-committees to undertake such work as may be assigned by the Committee. Sub-Committees may be chaired by a member the Executive Committee. Members of sub-committees shall terminate their office concurrently with the Executive Committee. |