

Terms of Reference Association

Introduction

The By-Laws of the Independent Aircraft Modifier Alliance (IAMA) regulate the internal operations of the association. They are drafted, amended and adopted by the General Assembly.

Article 1 – Consent Measures and Finance

1.1 Consent Measures

The following measures shall require the prior consent of the Executive Board, which must be granted via an Executive Board resolution:

- Entering into, amending or terminating contracts with a term of more than [12 months] or an annual consideration in excess of USD [50,000.00];
- Appointing or dismissing a managing director;
- Providing security to third parties outside of the usual course of business;
- Entering into contracts with members of IAMA or persons affiliated with IAMA;
- Entering into agreements that are outside the usual course of business of IAMA.

1.2 Payments

Any payments made from the association's bank accounts may be authorized by the Chairman of the Executive Board or the Managing Director with a single signature up to a maximum amount of 10,000 USD.

Any payment made to the Managing Director or the external company providing the Secretariat services must be approved by the Chairman of the Executive Board.

All payments in excess of 10,000 USD must be authorized by the two following persons: the Chairman of the Executive Board and the Managing Director.

Approval can take place in any written form, including email.

1.3 Expenses

No remuneration whatsoever shall be paid to members of the Executive Board or Advisory Board. Their expenses for attending meetings of the Executive Board or Advisory Board may be reimbursed up to a maximum amount of EUR 300 per member and meeting up to 4 meetings per year.

Members of the Association do not receive contributions from the Association's funds; this includes, but is not limited to, remuneration or expenses incurred in connection with any activity of the association. In particular, any travel expenses incurred by a member in connection with attendance of the General Assembly or of a Working Group are to be borne by the respective member.

IAMA shall bear any costs related to meeting rooms and related expenses (catering, AV, etc.) during any activity of IAMA.

Article 2 – Insurance

The association shall subscribe a “Directors and Officers” policy insurance for the Members of the Executive and Advisory Boards and for the Managing Director to cover their responsibility for the work done for or on behalf of the association.

Article 3 – Communication

The logo of the association may be registered nationally and internationally as a service mark. Members are allowed and encouraged to use the logo on their communication materials, provided they respect the brand identity. Any other logo, trade or service mark of the association may be registered nationally and/or internationally upon decision of the Managing Director or the Executive Board.

Article 4 – Language

The working language of the association is English.

Article 5 – Terms of Reference for association bodies

The IAMA Terms of Reference for association bodies intend to describe the purpose and structure of those bodies (General Assembly, Executive Board, Advisory Board, Managing Director) and of the organisational terms Working Group and Working Group Steering Head. The Articles of Association remain unaffected.

IAMA's corporate bodies shall cooperate closely for the benefit of IAMA, in particular by keeping up regular and open communication.

5.1 General Assembly

The General Assembly is defined in the Articles of Association, Clause 7.

All members recognize that 3 years after IAMA's foundation the members will jointly review the voting right rules as described in Article 7.3 of the Articles of Association.

All members recognize that six years after IAMA's foundation, the voting rights of Founding Members and Full Members shall become equal, with each such member having one vote. At that moment in time, the Articles of Association shall be amended accordingly, in particular where voting rights in the General Assembly and rights to appointing members of the executive board are concerned.

The General Assembly is composed of all members of the association. Each full member shall designate one person in order to be represented at the General Assembly. Clause 7.3 of the Articles of Association remains unaffected.

The ordinary General Assembly is held once a year as a meeting in person or as a virtual meeting. It shall be held within the first four months of the calendar year; the Executive Board will regularly aim to schedule it to coincide with the Aircraft Interiors Expo in Hamburg, Germany.

The preliminary date for the General Assembly of the following year will be announced at the end of every General Assembly.

The General Assembly is chaired by one member of the Executive Board. Per default, it will be chaired by the Chairman of the Executive Board (in case of incapacity, by any other member of the Executive Board). The Managing Director shall moderate discussions.

A member of the IAMA office is in charge of taking the minutes of the General Assembly. Once validated by the Managing Director and signed by the Chairman of the General Assembly, they will be made available for download on the members area of the website and sent to the main contact of all members of IAMA by email within two weeks after the meeting.

5.2 Executive Board

The Executive Board is defined in the Articles of Association, Clause 8.

The Executive Board ensures that the association complies with its outside regulatory and legal requirements as well as internal policies and by-laws.

Four members of the Executive Board are appointed by the Founding Members; the Founding Members will elect these four members of the Executive Board with a simple majority of the votes cast. The list of the applicants will be made available to all members of the association together with the invitation to the General Assembly.

Two members of the Executive Board are appointed by the Full Members; the Full Members will elect these two Executive Board members with a simple majority of votes cast. For these two seats, any representative of a Full Member can send their application including a brief CV and motivation letter to the Managing Director no later than December 31st of the current year, if not otherwise communicated. The list of applicants including the CV and motivation letter will be made available to all members of the association together with the invitation to the General Assembly.

During the General Assembly, all candidates for positions on the Executive Board will briefly be introduced. The Full Members present or represented will vote for each candidate. In order to be elected, the candidates need to obtain at least 50% of opinions in favour:

- If two candidates only obtain more than 50%, they will both be elected.
- If one candidate only obtains more than 50%, the candidate will be elected and a second round of votes will take place between the remaining candidates to determine the second member within the same General Assembly.
- If three or more candidates obtain more than 50%, the two candidates obtaining the best score will be elected. In case candidates are tied, another round of votes will be organised between the two even candidates only within the same General Assembly.

One additional member of the Executive Board can be appointed by the Advisory Board.

In the event of vacancy during the course of tenure, the affected member group shall provisionally appoint a substitute as established herein who shall complete the term of the Executive Board member being replaced.

There shall be no maximum number of terms that an Executive Board member can serve in total. The Chairman of the Executive Board will not serve more than two consecutive terms.

The Executive Board shall meet four times a year, of which two meetings shall be in person unless otherwise agreed upon by simple majority of the Executive Board.

The meetings of the Executive Board are chaired by the Chairman of the Executive Board. Each meeting shall have an agenda that is set in advance by the Chairman of the Executive Board. The Managing Director will assist the Chairman of the Executive Board with setting the agenda, duly considering any items for discussion proposed by any member of the Executive Board. The IAMA office will send out invitations to board meetings on behalf of the Chairman of the Executive Board via email at least two weeks prior to a meeting, including the agenda, if available.

The Managing Director is in charge of taking the minutes and may delegate them to the IAMA office. After having been approved and signed by the Chairman of the Executive Board, the IAMA office, on behalf of the Chairman of the Executive Board, will circulate them to the other members of the Executive Board via email.

5.3 Advisory Board

The Advisory Board is defined in the Articles of Association, Clause 10.

The Advisory Board is a group that has unique knowledge and skills to augment the knowledge and skills of the Executive Board in order to more effectively guide IAMA. The Advisory Board serves to make recommendations and/or provide key information and materials to the Executive Board.

5.3.1 Tasks of the Advisory Board

The Advisory Board has the following tasks and responsibilities.

- Advising the Executive Board on all strategic matters of the Association;
- Evaluating, reviewing, monitoring, assessing and/or providing feedback on specific projects undertaken by IAMA;
- Providing technical expertise in relation to certain projects of IAMA;
- Performing a strategic review of IAMA. This strategic review will be performed every five years. The goals and objectives, as well as the action plans, resulting from the strategic review and approved by the Executive Board will be followed up by the Advisory Board; and
- Appointing one member of the Executive Board pursuant to the Articles of Association, Clause 8.3.

5.3.2 Setting up the Advisory Board

Once IAMA has a total of three (or more) Advisory Members, such Advisory Members will coordinate amongst themselves – with the Managing Director facilitating and orchestrating communication between such Advisory Members – to form the first Advisory Board of IAMA. The Advisory Members will, in good faith, set up an initial meeting of the Advisory Members, with the Managing Director to attend, in order to elect three members of the Advisory Board. The Advisory Board members are elected for a term of [three] years. There shall be no maximum number of terms that an Advisory Board member can serve in total.

Any persons nominated by the Advisory Members in accordance with Clause 10.2 of the Articles of Association must possess sufficient expertise to help accomplish the aims and further the interests of IAMA.

Once the Advisory Board has been elected, its members will elect a chairman among themselves.

The Managing Director will ensure that all members of IAMA are promptly informed of the set-up of IAMA's first Advisory Board.

5.3.3 Advisory Board Meetings

The Advisory Board meeting will be chaired by the Chairman of the Advisory Board. If requested by the Advisory Board, the Managing Director and/or members of IAMA's office will attend the Advisory Board meetings. The Chairman of the Advisory Board will appoint a taker of minutes for each meeting; the taker of minutes and the Chairman will sign the minutes and the Chairman will circulate the minutes to the other members of the Advisory Board via email within two weeks after the Advisory Board meeting.

5.4 Managing Director

The Managing Director is defined in the Articles of Association, Clause 9.

The Managing Director manages the day-to-day business of the association.

The Managing Director is notably responsible for the preparation of the annual work programme of the association and its implementation after approval by the Executive Board.

The Managing Director prepares the annual accounts of the association, supported on that by the IAMA office and the association's accountant. They also assist the Executive Board in setting a budget for the financial year.

They ensure that the association complies with its outside regulatory and legal requirements as well as internal policies and by-laws.

The Managing Director represents IAMA, and is authorized to act on behalf of and for IAMA, towards third parties.

(Part of) the responsibilities of the Managing Director can be delegated or contracted out to either an independent individual contractor or a company, which will then hire or appoint the staffing needed for the various tasks. This external team is part of the IAMA office.

Article 6 Working Group

6.1 Setup of Working Groups

Working Groups are defined in the Articles of Association, Clause 11.

Only Full and Advisory Members can be part of working groups but the working groups might decide to invite or allocate tasks to non-members, Basic Members or Subscription Members to fulfil the working group's purpose.

If it hasn't been done in the membership application form or in case of changes, Full Members and Advisory Members shall send the details of the participants to the Working Groups (name, email address and telephone number, short description of the position within the members company and working history) to the IAMA office.

The working groups will meet as needed with a recommendation of at least twice a year in person. Additional meetings or virtual conferences can be scheduled upon decision of the working group.

Any violation of the IAMA By-Laws will be reported to the Executive Board and treated according to the "Complaints and appeals" procedure as described in the IAMA Code of Conduct.

6.2 Working Group Steering Head

The working group steering head reports to the Executive Board the working group recommendations.

The working group steering head is in direct and regular relation with the Managing Director, who will ensure that the works of the different working groups are consistent and progressing, according to the Executive Board's instructions.

The Managing Director, or his delegate, hosts and facilitates the working group meetings. They assist the working group steering head in the organisation of the working group teams as well as working group sessions and in the management of the working group action list.