

## **RULES OF PROCEDURE OF GENERAL MEETINGS**

### **SECTION I — Meetings**

#### **RULE 1.**

A General Meeting of the Association shall be held annually at a place and time determined at the preceding General Meeting. If no place and time have been determined, or in the event of an emergency or force majeure making it difficult or impossible to hold the meeting at the place and time previously determined, they shall be discussed by the Board of Governors (“the Board”).

#### **RULE 2.**

A special General Meeting of the Members may be called by the Board at any time by sending to the Members, at least sixty (60) days before the date fixed for such meeting, a notice and statement of the agenda.

#### **RULE 3.**

A special General Meeting shall be called at the request in writing of one-third of the Active Members addressed to the Board with a proposed agenda.

### **SECTION II — Composition**

#### **RULE 4.**

All Active Members shall have an equal right to be represented at a General Meeting.

#### **RULE 5.**

All Associate Members shall have an equal right to be represented at all sessions of a General Meeting.

#### **RULE 6.**

A Member may be represented at General Meetings by one or more representatives, who shall be directors, officers, or employees of, or specifically mandated by, such Member.

#### **RULE 7.**

Each Member shall submit in writing to the Secretary the name of the person(s) who will represent it at a General Meeting, and until such authorisation is withdrawn, such person(s) alone shall act as the representative of the Member at such General Meeting.

#### **RULE 8.**

At any General Meeting the Secretary may appoint one or more scrutineers, who need not be representatives, to examine the credentials of any person desiring to attend the Meeting and the decision of such scrutineer or scrutineers as to the validity of such credentials shall be conclusive and binding upon all Members, including the Member from which the person presenting the credentials claims to have received them.

### **SECTION III — Officers**

#### **RULE 9.**

The Annual General Meeting (“AGM”) President shall be elected from among the representatives of Active Members to preside over the AGM at which he is elected.

## **SECTION IV — Agenda**

### **RULE 10.**

Active Members may submit to the Board matters for inclusion in the agenda not less than sixty (60) days prior to the date of the AGM. The agenda of the matters to be submitted at the AGM shall be approved by the Board and sent to Members not less than thirty (30) days prior to the date of the meeting. Any matter so submitted by an Active Member which shall not have been included in the agenda may be considered at the AGM upon a majority vote and any other matter may be considered at the AGM only upon a two-thirds vote.

### **RULE 11.**

Failure of a Member to receive the notice in accordance with the Articles of Association shall not invalidate any action taken at the General Meeting.

### **RULE 12.**

At each General Meeting the agenda shall be submitted for approval as soon as possible after the opening of the first session.

### **RULE 13.**

The General Meeting may establish such ad hoc commissions as it deems desirable for the conduct of business. Their membership and functions shall be determined by the General Meeting and any such commission shall elect its own Chairman.

## **SECTION V — Secretariat**

### **RULE 14.**

The Corporate Secretary shall act as Secretary of General Meetings and provide and direct the staff required by the Meetings and commissions. If the Secretary is unavailable the Director General shall appoint a member of the IATA Secretariat to act as Secretary of that Meeting.

## **SECTION VI — Conduct of Business**

### **RULE 15.**

The General Meeting shall not be open to the public except by decision of the Board. Meetings of commissions shall not be open to the public except by decision of the commission concerned.

### **RULE 16.**

Official observers may be invited by the Board or the Director General to attend General Meetings which are not open to the public and may be heard at the discretion of the presiding officer.

### **RULE 17.**

A majority of the Active Members of the Association registered to attend a General Meeting shall constitute a quorum.

### **RULE 18.**

In the absence or unavailability of the AGM President, the Chairman of the Board, or in his absence or unavailability, the Director General, shall preside at a General Meeting. The presiding officer shall have all the powers and authority of the AGM President.

### **RULE 19.**

The presiding officer shall declare the opening and closing of the Meeting, direct the discussion, ensure observance of these Rules, accord the right to speak, put questions and announce decisions. He shall rule on points of order and, subject to these Rules, shall have complete control of the proceedings and over the maintenance of order at any sessions of such meeting.

**RULE 20.**

The Chairman of the Board, the Director General and members of the Secretariat designated by him, may make either oral or written statements to the General Meeting or any commission thereof concerning any question under consideration by it.

**RULE 21.**

The subsequent Rules of this Section shall not apply to commissions which shall conduct their deliberations informally.

**RULE 22.**

The presiding officer shall call upon speakers in the order in which they have asked to speak; he may call a speaker to order if his statements are not relevant to the subject under discussion. No representative should be permitted to speak a second time on any question, unless called upon for clarification, until all other representatives desiring to speak have had an opportunity to do so.

**RULE 23.**

During the discussion of any matter and notwithstanding the provisions of RULE 22 a representative may at any time raise a point of order, and this shall be immediately decided by the presiding officer. Any representative may appeal against the ruling. The appeal shall be immediately put to a vote, and the ruling shall stand unless overruled by a majority of votes cast. A representative raising a point of order may speak only on this point, and not on the substance of the matter under discussion before the point was raised.

**RULE 24.**

The presiding officer may, with the simple majority approval of those present, limit the time allowed to each speaker.

**RULE 25.**

The order of debate and voting on motions and amendments shall be as follows:

- (a) When a motion is made and seconded, the presiding officer shall call for debate on the motion;
- (b) When an amendment to the motion is proposed and seconded, the presiding officer shall open debate on the amendment unless it is accepted by the mover and seconder of the motion;
- (c) When an amendment to the amendment is proposed and seconded, the presiding officer shall open debate on such amendment to the amendment and when debate is concluded shall call for a vote thereon which, if affirmative, shall be decisive of the amendment to the motion;
- (d) If the vote on the amendment to the amendment is not affirmative, the presiding officer shall re-open debate on the amendment and when debate is concluded call for a vote thereon. If this vote is not affirmative, debate on the main motion shall be re-opened and when concluded, the main motion shall be put to a vote;
- (e) If the vote on an amendment has been affirmative, the presiding officer shall open debate on the motion as amended and when concluded shall call for a vote thereon.

**RULE 26.**

If amendments to different aspects or portions of a motion are proposed, each substantially different amendment shall be treated separately in accordance with the procedure in RULE 25.

**RULE 27.**

No motion may be withdrawn if an amendment to it is under discussion or has been adopted, unless such amendment is also withdrawn.

**RULE 28.**

Any representative may move at any time the suspension or adjournment of the Meeting, the adjournment of the debate on any question, the deferment of discussion of an item, or the closure of the debate on an item. After such a motion has been made and explained by its proposer, only one speaker shall be allowed to speak in opposition to it, and no further speeches shall be made in its support before a vote is taken. Additional speeches on such a motion may be allowed at the discretion of the presiding officer, who shall decide the priority of recognition.

**RULE 29.**

Subject to the provisions of RULE 23, the following motions shall have priority over all other motions, and shall be taken in the following order:

- (a) To suspend the meeting;
- (b) To adjourn the meeting;
- (c) To adjourn the debate on an item;
- (d) To defer the debate on an item;
- (e) To close the debate on an item.

These motions shall be carried by a simple majority vote of those Active Members present and entitled to vote at the General Meeting.

**RULE 30.**

Re-opening at the same General Meeting of any matter already voted upon at such Meeting shall require a majority of votes cast. Permission to speak on a motion to re-open shall be accorded only to the proposer and to one speaker in opposition, after which it shall be immediately put to a vote; when a larger number of speeches is allowed by the presiding officer, priority of recognition shall be given to the leading participants in the debate affected by the motion, or in the sponsorship of or opposition to the proposal that would be affected. Speeches on a motion to re-open shall be limited in content to matters bearing directly on the justification of re-opening. Discussion of the substance of the question at issue will be in order only if, and after, the motion to re-open prevails.

**SECTION VII — Voting****RULE 31.**

Each Active Member entitled to vote shall have one vote to be cast by a duly authorised representative. Associate Members shall have no vote.

**RULE 32.**

The presiding officer shall not be prevented from casting a vote as a representative of his airline, by reason only of acting as presiding officer.

**RULE 33.**

At each General Meeting, unless otherwise required by law or the Articles of Association, all matters shall be decided by a majority of the votes duly cast and no person shall be allowed a second or casting vote.

**RULE 34.**

If there is no objection, the presiding officer may declare that a proposal has been accepted or that a motion has been carried. If there is objection, the question shall be decided by a show of hands except when a roll call or a secret ballot is required as hereinafter provided. On a show of hands every Member represented at the General Meeting and entitled to vote shall have one vote. The presiding officer or any Member represented and entitled to vote may request a roll call or a secret ballot, provided, however, that no roll call nor secret ballot shall be taken without the approval of a simple majority of the General Meeting. Unless a roll call or a secret ballot be so required, a declaration by the presiding officer that a proposal has been accepted or rejected or that a motion has been carried, or carried by a particular majority, or not carried, and an entry to that effect in the minutes of the proceedings of the General Meeting shall be conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against such decision.

**RULE 35.**

A demand for a secret ballot may be withdrawn at any time before taking the ballot. The Secretary shall count the ballots and advise the General Meeting of the results.

**RULE 36.**

If a secret ballot is duly requested, such ballot shall be taken either at once or after an interval or adjournment as the presiding officer with the consent of the General Meeting shall direct, and the result of such secret ballot shall be deemed to be the decision of the General Meeting.

**RULE 37.**

If a Member abstains from voting on a question, its abstention shall not be counted as a vote duly cast. A blank or improperly marked ballot shall be considered as an abstention.

**RULE 38.**

A vote on any motion or amendment shall be postponed upon request of any representative until copies of the motion have been made available to all Active Members present, unless postponement is objected to and such objection is supported by a majority.

**RULE 39.**

In the event of a tie vote, a second vote on the motion concerned shall be taken during the same session, unless the General Meeting otherwise decides. The motion shall be considered lost unless there is a majority in favour on this second vote.

**SECTION VIII — Amendment of the Rules of Procedure**

**RULE 40.**

These Rules may be amended or any portion of the Rules may be suspended, at any time by a majority vote of those present at the General Meeting.

**RULE 41.**

In the event of a conflict between these Rules and the Articles of Association, the Articles of Association shall prevail.