

Agenda Item 6

DRAFT GENERAL REGULATIONS, INCLUDING FINANCIAL REGULATIONS (FOR INFORMATION)

Introduction

1. In accordance with the draft Convention Article 7 (c) the General Assembly will “Review and approve the General Regulations of the Organization”. At the first General Assembly of the International Organization for Marine Aids to Navigation the General Regulations for the Organization will be reviewed and approved.
2. The attached draft General Regulations, including draft Financial Regulations have been developed by the Secretariat with the assistance of the Legal Advisory Panel of IALA and at two extraordinary meetings of the panel based on the relevant draft Convention. They have been updated regularly and according to the changes in the draft Convention.
3. At the Preparatory Diplomatic Conference held in Marrakech in February 2018 it was decided, that the General Regulations will be further developed in a special working group or Committee after the text of the Convention has been adopted and before the first meeting of the General Assembly of the new organization.
4. The transitional arrangements, that are annexed to the draft Convention, paragraph 4 states that: “Until such time as the Organization has adopted General Regulations, it shall function in accordance with the General Regulations of the International Association of Marine Aids to Navigation and Lighthouse Authorities mutatis mutandis.

Action requested of the Conference

5. The Conference is invited to note the information provided in this document.

Draft General Regulations for the International Organization for Marine Aids to Navigation.

Article 1 Application

1. These General Regulations together with the Financial Regulations annexed hereto, as Annex A, are reviewed and approved in accordance with Article 7.7 of the Convention and shall apply to the operations of the Organization.
2. Where there is a conflict between the General Regulations and any of the other basic documents, the General Regulations shall prevail. Any conflict between any of the other basic documents should be brought to the attention of the Council.

Article 2 Membership

1. Contact Point for Member States

Member States shall designate a contact point, preferably from the national authority responsible for the regulation, provision, maintenance or operation of Marine Aids to Navigation.

2. Application for Associate or Affiliate Membership

- (a) Application to become an Associate Member or Affiliate Member must be made in writing to the Secretariat and should be accompanied by a completed membership application form.
- (b) The Secretariat will submit applications for Associate membership to the General Assembly and applications for Affiliate membership to the Council, for a decision.
- (c) Membership will take effect as of the following 1st January if the decision is taken between 1st January and 30th June and as of the following 1st July if the decision is taken between 1st July and 31st December.

3. Industrial Members

Affiliate Members who are manufacturers or distributors of Marine Aids to Navigation equipment for sale, or organizations providing Marine Aids to Navigation services or technical advice under contract will be known as Industrial Members. Industrial Members are represented by the Industrial Members Group, in accordance with its Terms of Reference as approved by the General Assembly of Industrial Members.

4. Fees

- (a) Fees may be determined as different amounts for each membership category but shall be the same for each Associate Member and Affiliate Member within each membership category.
- (b) Associate Members and Affiliate Members who fail to pay fees by the due date may be subject to suspension of membership rights and benefits in accordance with Article 2.6.

5. Suspension and Reinstatement of Associate and Affiliate Membership

- (a) The Council may suspend an Associate or Affiliate membership for non-payment of fees according to the escalation procedure established in the Financial Regulations.

- (b) The General Assembly may suspend an Associate membership and the Council may suspend an Affiliate membership for any justifiable cause in the best interest of the Organization.
- (c) An Associate or Affiliate membership suspended under Article 2.6 (a) will be reinstated when the Associate Member or Affiliate Member has paid advised arrears of fees. The Secretary-General must advise the Council of such action at the next Council meeting.
- (d) An Associate or Affiliate membership suspended under 2.6 (b) will be reinstated when the Associate Member or Affiliate Member has met the requirements set out by the General Assembly or the Council.

6. Termination of Associate and Affiliate Membership

Associate or Affiliate membership may be terminated:

- (a) By the Associate Member or Affiliate Member by notice in writing to the Secretariat at any time. Such termination will take effect:
 - i on the date specified in the notice of termination; or
 - ii if no date is specified, thirty calendar days after the notice is received by the Secretariat;
- (b) By the Council where a suspended Associate Member or Affiliate Member has not paid fees within twelve months of suspension for that non-payment. The Secretary-General will notify the Council of any such event at its next meeting. Such termination will take effect from the date of the meeting at which the Council terminates the membership; or
- (c) By the General Assembly, for any justifiable cause in the best interest of the Organization.

The Secretary-General must notify the Associate Member or Affiliate Member of the reason for termination and the date of effect of termination within thirty calendar days of the decision being taken by the Council or the General Assembly.

Article 3 The General Assembly

1. Convening

- (a) The General Assembly shall ordinarily be convened once every three years by order of the Council.
- (b) The General Assembly shall, where possible, be convened during the same period and at the same location as the Organization's conference, but in any case, must be held no earlier than June of the General Assembly year. For reasons of necessity, the Council may determine an alternate time, in which case the General Assembly will be convened at a location determined by the Council.
- (c) It shall be a condition for convening the General Assembly at a location other than the seat of the Organization that the Member State in whose territory it is proposed to hold the General Assembly gives assurances that, at the time of the offer, no Member State, Associate Member or Affiliate Member of the Organization will be prevented from entering the country hosting the General Assembly.
- (d) The Council may, after a notice of ninety calendar days, convene an extraordinary session of the General Assembly at which time and place as it determines.
- (e) The Secretary-General shall, after a notice of ninety calendar days, convene an extraordinary session of the General Assembly within one hundred twenty calendar days of receipt by the Secretary-General of requests to do so from one-third of the Member States, the time and place of which session will be determined by the Secretary-General.

2. Attendance

- (a) Member States, Associate Members and Affiliate Members of the Organization attending the General Assembly are responsible for their own travelling and accommodation expenses.
- (b) The Secretary-General is authorised to invite, on behalf of the Council and subject to consent of the General Assembly, observers from:
 - i States that are not parties to the Convention; or
 - ii Intergovernmental or non-governmental international organizations whose activities are connected with those of the Organization.
- (c) Each Member State shall communicate in writing, in accordance with its own practice, to the Secretary-General the names of the persons composing its delegation to the General Assembly, designating its principle delegate, as well as its alternate. This communication signed by an appropriate government authority of the Member State will be regarded as appropriate credentials for the participation of the named individuals in all activities of the General Assembly.
- (d) Each Associate Member and Affiliate Member shall communicate in writing to the Secretary-General the names of the persons attending the General Assembly.

3. Organization

- (a) The General Assembly is to be prepared and organised by the Secretary-General using the resources of the Secretariat and those other resources as agreed in writing with the Member State hosting the General Assembly.
- (b) The work of the General Assembly shall be conducted in the official languages of the Organization.
- (c) One hundred eighty calendar days before the opening of the General Assembly the Secretariat shall invite Member States to submit proposals that they wish to discuss at the General Assembly. These will be received by the Secretariat for the following sixty calendar days.
- (d) One hundred twenty calendar days before the opening of the General Assembly submitted proposals together with those prepared by the Council shall be circulated to all Member States, Associate Members and Affiliate Members, who shall be invited to forward their comments to the Secretariat within sixty calendar days.
After this date no proposals shall be accepted unless:
 - i there are exceptional circumstances, in which case the proposal should be approved by the General Assembly for inclusion; or
 - ii the proposal amends or provides an alternative to a proposal already submitted, in which case it may be received until thirty calendar days before the General Assembly.
- (e) All final papers, including the provisional agenda but excluding any amending or alternative proposals, shall be circulated to Member States, Associate Members and Affiliate Members at least sixty calendar days before the opening of the General Assembly.
- (f) The provisional agenda for an ordinary session of General Assembly shall be prepared by the Secretariat for approval by the Council and shall normally include:
 - i Approval of the Agenda;
 - ii Election of the President and the Vice President;
 - iii Report of the Secretary-General;
 - iv Election of the Council;
 - v Election of the Secretary-General;
 - vi Establishment and termination of Committees and subsidiary bodies and review and approval of their Terms of Reference;

- vii Financial arrangements;
 - viii Approval of the Strategic Vision;
 - ix Review and approval of the General Regulations;
 - x Approval of standards;
 - xi Decision on Associate membership;
 - xii Consideration of reports and proposals received from Member States, Associate Members and Affiliate Members; and
 - xiii Any other business.
- (g) The provisional agenda for an extraordinary session of General Assembly called by the Council shall be prepared by the Secretary-General for approval by the Council and shall include consideration of the question(s) for which the session was convened.
- (h) The provisional agenda for an extraordinary session of General Assembly called by the Member States shall be prepared by the Secretary-General and shall include consideration of the question(s) for which the session was convened.

4. Rules of Procedure

The following Rules of Procedure shall apply to the conduct of the work of the General Assembly:

4.1. The Role of the Chair

- (a) The Chair will open and close the meeting, direct discussions, ensure the observance of the procedures in the Convention and these General Regulations, accord the right to speak, put questions to a vote and announce decisions.
- (b) The Chair will have control over the proceedings and may rule on points of order and shall have the power to propose adjournment or closure of debates or adjournment or suspension of the meeting.

4.2. Conduct of Meetings

- (a) No person may address the General Assembly without having previously obtained the permission of the Chair. Subject to this rule and rules b), c), g) and i) below, the Chair shall call upon speakers in the order in which they signify their desire to speak. The Chair may call a speaker to order if the remarks of such speaker are not relevant to the subject under discussion.
- (b) The Chair of a Committee of a subsidiary body or his or her representative may be accorded precedence for the purpose of explaining the conclusion arrived at by that Committee or subsidiary body.
- (c) During the discussion of any matter, a delegate may rise to a point of order. Two delegates may speak in favour of, and two against, the point of order, after which the point of order shall immediately be decided by the Chair. A delegate may appeal against the ruling of the Chair. The appeal shall immediately be put to a vote and the Chair's ruling shall stand unless overruled by the majority of those present and voting. A delegate rising to a point of order may not speak on the substance of the matter under discussion.
- (d) The General Assembly may, on the proposal of the Chair, limit the time to be allowed to each speaker on any particular subject under discussion. When the debate is limited and a delegate has spoken for the allotted time, the Chair shall call such delegate to order without delay.
- (e) During the course of a debate, the Chair may announce the list of speakers and, with the consent of the General Assembly, declare the list closed. The Chair may, however, accord the right of reply to any delegate if a speech delivered after the closure of the list makes this desirable.

- (f) During the discussion of any matter, a delegate may move the adjournment of the debate on the question under discussion. In addition to the proposer of the motion, two delegates may speak in favour of, and two against, the motion, after which the motion shall immediately be put to a vote. The Chair may limit the time to be allowed to speakers under this rule.
- (g) A delegate may, at any time, move the closure of the debate on the question under discussion, whether or not any other representative has signified his wish to speak. Permission to speak on the closure of the debate shall be accorded only to two speakers opposing the closure, after which the motion shall be immediately put to a vote. If the General Assembly is in favour of the closure, the Chair shall declare the closure of the debate. The Chair may limit the time to be allowed to speakers under this rule.
- (h) During the discussion of any matter, a delegate may move the suspension or the adjournment of the meeting. Such motions shall not be debated, but shall be immediately put to a vote. The Chair may limit the time to be allowed to the speaker moving the suspension or adjournment.
- (i) Subject to rule f) above, the following motions shall have precedence in the following order over all the other proposals or motions before the meeting:
 - i to suspend the meeting;
 - ii to adjourn the meeting;
 - iii to adjourn the debate on the question under discussion; and
 - iv for the closure of the debate on the question under discussion.
- (j) Subject to rule f) above, any motion calling for a decision on the competence of the General Assembly to discuss any matter or to adopt a proposal or an amendment submitted to it shall be put to a vote before the matter is discussed or a vote is taken on the proposal or amendment in question.
- (k) A motion may be withdrawn by its proposer at any time before voting on it has commenced, provided that the motion has not been amended or that an amendment to it is not under discussion. A motion which has thus been withdrawn may be reintroduced by any delegate.
- (l) When a proposal has been adopted or rejected it may not be reconsidered unless the General Assembly so decides. Permission to speak on a motion to reconsider shall be accorded only to the mover and one other supporter and to two speakers opposing the motion, after which it shall be put immediately to a vote.

4.3. Voting

- (a) The Chair shall appoint two scrutineers from amongst the Member States who shall proceed to scrutinise the votes cast and the counting of votes by the Secretariat.
- (b) The principle delegate of a Member State shall have the right to vote or to designate any other member of its delegation to vote on his or her behalf.
- (c) Member States abstaining from voting or casting an invalid vote shall be considered as not voting.
- (d) A Member State shall not vote on behalf of another Member State.

4.4. Decision Making and Reporting

- (a) Where the General Assembly is requested to make a decision, that request shall be put to the meeting in the form of a draft General Assembly resolution. Each draft resolution should include an implementation date, if relevant, and for convenience, the Chair may aggregate draft resolutions for approval and reporting purposes.
- (b) The Secretariat shall arrange for the work of the General Assembly to be recorded in a summary of the meeting. This summary shall be distributed to those Member States,

Associate Members and Affiliate Members attending, which may submit their proposed corrections in writing to the Chair. Any disagreement on the proposed corrections shall be decided by the Chair after consultation with the Member States, Associate Members and Affiliate Members concerned.

- (c) The revised draft summary will be adopted by the General Assembly in session, or if necessary, by correspondence.
- (d) Member States, Associate Members and Affiliate Members who made statements during debate may request that such statement be attached to the summary.
- (e) The summary, together with all relevant documents, shall be made available to the Member States, Associate Members and Affiliate Members within fourteen calendar days after their approval by the General Assembly.
- (f) Audio recordings of General Assembly sessions may be made and shall be retained by the Secretariat for record purposes.

5. Election of the President and the Vice President

The General Assembly shall elect the President and Vice President of the Organization as follows:

- (a) The Secretary-General will invite Member States to declare their candidacy for the Presidency or Vice Presidency one hundred eighty calendar days before the opening of the General Assembly. Nominations will be received by the Secretariat for the following four months. Nominations should include:
 - i the name of Member State being nominated in each case; and
 - ii a statement, in the form approved by the Council and provided by the Secretariat, outlining the credentials of the Member State in each case.
- (b) Sixty calendar days before the opening of the General Assembly all nominations shall be collated and circulated to all Member States by the Secretariat. After this date no nominations shall be accepted unless there are exceptional circumstances, in which case the nomination should be approved by the General Assembly for inclusion in the election.
- (c) A vote to elect first the President and second the Vice President from among the Member States nominated will be conducted by secret ballot.
- (d) The Secretariat shall produce a ballot form for nominees for the Presidency and Vice Presidency and each Member State shall have one vote for each position.
- (e) The Chair shall appoint two scrutineers from amongst the Member States who have not been nominated for either of the positions, who shall proceed to scrutinise the votes cast and the counting of votes by the Secretariat.
- (f) The candidate winning a simple majority of votes will be elected. When several candidates compete for the position, and no candidate obtain a simple majority of votes, rounds of votes will be conducted, in order to eliminate each time, the candidate with fewer votes.
- (g) Should the position of President become vacant, the Vice President will assume this role and the position of Vice President will become vacant instead. In this event, the Secretary-General shall call for nominations to fill the vacant position and will conduct a ballot, either in session or electronically, in accordance with the provisions above.

6. Election of the Council

The election of the Council shall be conducted as follows:

- (a) The Secretary-General will invite Member States to declare their candidacy for the Council one hundred eighty calendar days before the opening of the General Assembly. Nominations

will be received by the Secretariat for the following four months. Nominations should include:

- i the name of the Member State being nominated; and
 - ii a statement, in the form approved by the Council and provided by the Secretariat, outlining the credentials of the Member State for a position on the Council.
- (b) Sixty calendar days before the opening of the General Assembly all nominations shall be collated and circulated to all Member States by the Secretariat. After this date no nominations shall be accepted unless there are exceptional circumstances, in which case the nomination should be approved by the General Assembly for inclusion in the election.
 - (c) A vote to elect Council members from among those nominated will be conducted by secret ballot.
 - (d) The Secretariat shall produce a ballot form for nominees for the Council and each Member State shall have one vote for each vacant seat on the Council.
 - (e) The Chair shall appoint two scrutineers from amongst the Member States who have not been nominated for the Council, who shall proceed to scrutinise the votes cast and the counting of votes by the Secretariat.
 - (f) If two or more candidates obtain the same number of votes for the last seat or seats to be filled, there shall be a further ballot from among these candidates only. Should the votes again be divided equally, the Chair shall draw by lot the name of the candidate to be eliminated in any subsequent ballots.
 - (g) When voting and counting are completed the Chair shall confirm the election and invite the newly elected Council to take up their duties.
 - (h) The term of the Council is from confirmation of its election until the election of a new Council at the following ordinary General Assembly.
 - (i) Member States are to advise the Secretary-General in cases where the person representing the Member State at the Council changes.

7. Election of the Secretary-General

The election of the Secretary-General shall be conducted as follows:

- (a) The Council will invite Member States from among its nationals to nominate candidates within a period of ninety days. The list of candidates shall be closed ten days prior to the opening day of the ordinary session of the General Assembly.
- (b) The nominations shall be notified to all Member States by the Secretariat as soon as they are received.
- (c) A vote to elect the Secretary-General from amongst those nominated will be conducted by secret ballot.
- (d) The Chair shall appoint two scrutineers from amongst the Member States who have not nominated candidates, who shall proceed to scrutinise the votes cast and the counting of votes by the Secretariat.
- (e) The candidate winning a simple majority of votes will be elected. When several candidates compete for the position, and no candidate obtain a simple majority of votes, rounds of votes will be conducted, in order to eliminate each time, the candidate with fewer votes. Should a simple majority not be possible due to an equal division of votes amongst the remaining two candidates the Chair will draw by lot the name of the candidate who will be appointed to the position.

- (f) In the event that the position of Secretary-General becomes vacant in the interval between two sessions of the General Assembly, the Council is empowered to appoint an acting Secretary-General, whose term of office shall not extend beyond the next General Assembly.

Article 4

The Council

1 Functions

- (a) The Council, in fulfilling its obligation to administer the Organization will carry out the functions assigned to it by Article 8.7 of the Convention.
- (b) In the period between General Assemblies, should no appropriate provision be made in the Convention or these General Regulations, the Council shall make any administrative or technical decision which may be necessary, unless such decision falls exclusively within the jurisdiction of the General Assembly under the Convention. Any such decision must be reported to the next General Assembly.
- (c) The Council shall be guided by the overall policy and strategic vision as decided by the General Assembly.
- (d) If the Council considers that any question or issue should be referred to Member States, it shall direct the Secretary-General to send a circular to each Member States requesting them to notify the Secretariat of their opinion on the matter. The Council shall then decide the matter.

2 Convening

- (a) The Council will be convened, ordinarily twice a year by notice in writing, by any of the following:
 - i. the President or the Vice President;
 - ii. the Secretary-General; or
 - iii. at the request of two Council members.
- (b) The date of the meeting of the Council in ordinary meeting will be determined by decision of the Council at its previous meeting. The location will be the seat of the Organization unless the Council agrees alternate arrangements.
- (c) The date of an extraordinary meeting of the Council will be not less than ten calendar days from the date of notification, and the location will be the seat of the Organization unless otherwise agreed by the President and the Secretary-General.
- (d) The Council may also determine that a representative of any Committee or subsidiary body or of another organization may be present at a Council meeting.

3 Organization of Meetings

- (a) Council meetings are to be prepared and organized by the Secretary-General using the resources of the Secretariat.
- (b) Member States and Affiliate Members of the Organization attending the Council are responsible for their own travelling and accommodation expenses.
- (c) The work of the Council shall be conducted in the working language of the Organization.
- (d) Sixty calendar days before a scheduled Council meeting the Secretariat shall invite Member States to submit papers addressing matters that they wish to discuss at the Council. These will be received by the Secretariat for the next fourteen calendar days.

- (e) Forty calendar days before the opening of the Council submitted papers together with those prepared by the Secretariat shall be made available to all Member States, and they shall be invited to forward their comments to the Secretariat within fourteen calendar days.
- (f) Twenty-eight calendar days before the Council the Secretariat shall make all papers and the provisional agenda for the meeting available to Member States, Associate Members and Affiliate Members.
- (g) The provisional agenda for an ordinary meeting of the Council shall normally include:
 - i. Approval of the Agenda;
 - ii. Report of the President/Secretary-General;
 - iii. Report of the Finance and Audit Committee;
 - iv. Committee Reports;
 - v. Applications for Affiliate membership;
 - vi. Any other business; and
 - vii. Date and time of next meeting.
- (h) The provisional agenda for an extraordinary meeting of the Council shall normally include consideration of the question(s) for which the meeting was convened.

4 Rules of Procedure

The following Rules of Procedure shall apply to the conduct of the business of the Council:

4.1. The Role of the Chair

- (a) The Chair will open and close the meeting, direct discussions, ensure the observance of the procedures in the Convention and the General Regulations, accord the right to speak, put questions to a vote and announce decisions.
- (b) The Chair will have control over the proceedings and may rule on points of order and shall have the power to propose adjournment or closure of debates or adjournment or suspension of the meeting.

4.2. Conduct of meetings

- (a) No person may address the Council without having obtained the permission of the Chair. Subject to rules b), f) and h) below, the Chair shall call upon speakers in the order in which they signify their desire to speak. The Chair may call a speaker to order if the remarks of such speaker are not relevant to the subject under discussion.
- (b) During the discussion of any matter, a Council member may rise to a point of order. Two delegates may speak in favour of, and two against, the point of order, after which the point of order shall immediately be decided by the Chair. A Council member may appeal against the ruling of the Chair. The appeal shall immediately be put to a vote and the Chair's ruling shall stand unless overruled by the majority of the Council present and voting. A Council member rising to a point of order may not speak on the substance of the matter under discussion.
- (c) The Council may, on the proposal of the Chair, limit the time to be allowed to each speaker on any particular subject under discussion. When the debate is limited and a Council member has spoken for the allotted time, the Chair shall call the Council member to order without delay.
- (d) During the course of a debate, the Chair may announce the list of speakers and, with the consent of the Council, declare the list closed. The Chair may, however, accord the right of reply to any Council member if a speech delivered after the closure of the list makes this desirable.
- (e) During the discussion of any matter, a Council member may move the adjournment of the debate on the question under discussion. In addition to the proposer of the motion, two Council members may speak in favour of, and two against, the motion, after which the motion shall

immediately be put to a vote. The Chair may limit the time to be allowed to speakers under this rule.

- (f) A Council member may, at any time, move the closure of the debate on the question under discussion, whether or not any other Council member has signified their wish to speak. Permission to speak on the closure of the debate shall be accorded only to two speakers opposing the closure, after which the motion shall be immediately put to a vote. If the Council is in favour of the closure, the Chair shall declare the closure of the debate. The Chair may limit the time to be allowed to speakers under this rule.
- (g) During the discussion of any matter, a Council member may move the suspension or the adjournment of the meeting. Such motions shall not be debated, but shall be immediately put to a vote. The Chair may limit the time to be allowed to the speaker moving the suspension or adjournment.
- (h) Subject to rule e) above, the following motions shall have precedence in the following order over all the other proposals or motions before the meeting:
 - i. to suspend the meeting;
 - ii. to adjourn the meeting;
 - iii. to adjourn the debate on the question under discussion; and
 - iv. for the closure of the debate on the question under discussion.
- (i) Subject to rule e) above, any motion calling for a decision on the competence of the Council to discuss any matter or to adopt a proposal submitted to it shall be put to a vote before the matter is discussed or a vote is taken on the proposal in question.
- (j) A motion may be withdrawn by its proposer at any time before voting on it has commenced, provided that the motion has not been amended or that an amendment to it is not under discussion. A motion which has thus been withdrawn may be reintroduced by any Council member.
- (k) When a proposal has been adopted or rejected it may not be reconsidered unless the Council so decides. Permission to speak on a motion to reconsider shall be accorded only to the mover and one other supporter and to two speakers opposing the motion, after which it shall be put immediately to a vote.

4.3. Voting

- (a) The Chair shall appoint two scrutineers from amongst the Member States who shall proceed to scrutinise the votes cast and the counting of votes by the Secretariat.
- (b) Member States abstaining from voting or casting an invalid vote shall be considered as not voting.
- (c) A Member State shall not vote on behalf of another Member State.

4.4. Decision Making and Reporting

- (a) Where the Council is requested to make a decision, that request shall be put to the meeting in the form of a draft Council resolution. Each draft resolution should include an action date, if relevant, and for convenience, the Chair may aggregate draft resolutions for approval and reporting purposes.
- (b) The Secretary-General shall arrange for the work of the Council to be recorded in a summary of the work of the meeting. The summary shall be distributed to all Council members present at the meeting, who may submit their proposed corrections in writing to the Chair. Any disagreement on the proposed corrections shall be decided by the Chair after consultation with the Council member(s) concerned.

- (c) The revised draft summary will be adopted by the Council in meeting, or, if necessary, by correspondence. The adopted summary, including the text of all Resolutions, will be made available to Member States, Associate Members and Affiliate Members.
- (d) Documents relevant to the implementation of decisions shall be distributed to Member States, Associate Members and Affiliate Members as appropriate.

Article 5

Finance and Audit Group

1 Function

- (a) The Council shall upon its election establish a Finance and Audit Group to provide advice to the Council.
- (b) The finances of the Organization shall be managed by the Council, the Finance and Audit Group and the Secretary-General in accordance with the financial arrangements as determined by the General Assembly and the Financial Regulations.
- (c) The Finance and Audit Group shall assist the Council in the supervision of the financial administration of the Organization.

2 Election

- (a) The Council shall, from among its members elect four Council members and a Chair to sit on the Finance and Audit Group.
- (b) The election will be by secret ballot, which shall be conducted by the Secretary-General. Should the number of candidates nominated be the same as the number of positions to be filled, those candidates will be appointed to the Group without ballot.
- (c) All elected Council members will be eligible for election upon indication of their willingness to stand for election.
- (d) There shall be two ballots, the first to elect the Group members and the second to elect the Chair.
- (e) The Secretariat shall produce a ballot form for nominees for the Group and each designated representative shall have one vote for each vacant seat.
- (f) If two or more candidates obtain the same number of votes for the last seat or seats to be filled, there shall be a further ballot from among these candidates only. Should the votes again be divided equally, the Chair shall draw by lot the name of the candidate to be eliminated in any subsequent ballots.
- (g) Election of the Chair will be simple majority of votes cast, the counting of which will be done by the Secretary-General in view of the Council. When several candidates compete for the position, and no candidate obtain a simple majority of votes, rounds of votes will be conducted, in order to eliminate each time, the candidate with fewer votes. Should a simple majority not be possible due to an equal division of votes amongst the remaining two candidates the Chair will draw by lot the name of the candidate who will be appointed to the position.
- (h) The Group shall hold office for the term of the Council unless replaced earlier by decision of the Council or through resignation.
- (i) Should the Chair or a member of the Finance and Audit Group resign the Secretary-General shall call for nominations to fill the vacant position and will conduct a ballot in accordance with the provisions above.

- (j) If the Chair cannot attend a meeting of the Finance and Audit Group the Chair shall arrange for another member of the group to chair the meeting.

3 Convening

- (a) The Finance and Audit Group will be convened, ordinarily twice a year by notice in writing, by any of the following:
 - i. the President or Vice President;
 - ii. the Chair;
 - iii. the Secretary-General; or
 - iv. at the request of two Council members.
- (b) An ordinary meeting of the Finance and Audit Group will take place at the same location and prior to Council meetings unless decided otherwise by the Chair in consultation with the Secretary-General.
- (c) The date of an extraordinary meeting of the Finance and Audit Group will be not less than seven calendar days from the date of notification, and the location will be the seat of the Organization unless alternate arrangements are agreed by the Chair and the Secretary-General.
- (d) The work of the Finance and Audit Group shall be conducted in the working language of the Organization.

Article 6

Committees and Subsidiary Bodies

1 Participation in Committees and Subsidiary Bodies

- (a) Member States, Associate Members and Affiliate Members are eligible to participate in the Committees.
- (b) The General Assembly will determine participation in subsidiary bodies as part of the development of the Terms of Reference for those subsidiary bodies.
- (c) The work of the Committees and subsidiary bodies shall be conducted in the working language of the Organization.

2 Appointment of Chair and Vice Chair

- (a) Each Committee and subsidiary body shall have a Chair and Vice Chair appointed by the Council for a period of three years in between ordinary sessions of the General Assembly. The term for Chairs and Vice Chairs shall not exceed two consecutive periods of three years.
- (b) Nominations for these positions may be made by Member States or the Secretary-General from amongst nationals of the Member States. When a vacancy arises, the Secretariat will inform Member States of the vacancy and seek nominations. The Secretariat will inform the Council of all nominations and the Council will appoint the Chairs and Vice Chairs.
- (c) Termination of the appointment of Chairs and Vice Chairs of Committees and subsidiary bodies may be made for any justifiable cause by the Council on the advice of the Secretary-General.
- (d) Chairs and Vice Chairs of working groups shall normally be provided by Member States and appointed by the Chair of the Committee. However, where appropriate, they may be drawn from Associate Members and Affiliate Members or relevant international organizations. The appointment of the working group Chair and Vice Chair are at the discretion of the Committee Chair.

3 Rules of Procedure

3.1 Meetings

- (a) Committee meetings shall normally be held twice a year at the seat of the Organization. Exceptionally they may be held elsewhere, with the approval of the Secretary-General.
- (b) The duration of a Committee meeting shall normally be five days, with the daily schedule being decided by the Committee Chair.
- (c) The Secretariat shall inform all Member States, Associate Members and Affiliate Members of the date of each Committee meeting by email. Notices shall be sent ninety calendar days in advance and again thirty calendar days in advance. Dates shall also be available on the website of the Organization.
- (d) Every Member State, Associate Member and Affiliate Member may send representatives to participate in a Committee meeting.
- (e) Member States, Associate Members and Affiliate Members intending to send participants to a Committee meeting shall advise the Secretariat of the participants' details.
- (f) When it would be beneficial to the work of a Committee, individuals from academic, scientific, research or other relevant organizations may be invited by the Secretary-General to attend a Committee meeting for a specific purpose.
- (g) Committee participants should ensure that they:
 - i. act honestly and in good faith, with a view to upholding the best interests and purpose of the Organization;
 - ii. advise the Committee of a perceived, potential, or actual conflict of interest and withdraw from discussion of that particular item, if appropriate;
 - iii. do not conduct any commercial activity during meetings; and
 - iv. keep the Organization's products free from unresolved or unreasonable intellectual property rights issues and claims.

3.2 Work of the Committees

- (a) Each Committee shall develop and work to a work programme. The following factors shall be taken into account when the work programme is developed:
 - i. the strategic vision;
 - ii. the number of meetings available to the Committee during the three-year work period, which is the time between regular sessions of the General Assembly;
 - iii. the order in which the work should be undertaken; and
 - iv. any other matters relevant to the work of the Committee.
- (b) A Committee work programme, or changes thereto, shall be submitted to the Council for approval.
- (c) The work of a Committee may be facilitated by the use of working groups. The creation of a working group is at the discretion of the Committee Chair.
- (d) A working group will be an integral part of its parent Committee and will meet during the same week as the Committee.
- (e) An inter-sessional meeting of a working group (that is a working group meeting held between two meetings of the parent Committee) may be used to enable faster progress of a specific work item.
- (f) An inter-sessional meeting of a working group requires the approval of the Secretary-General. The meeting should be held at the seat of the Organization unless an alternative location is approved by the Secretary-General.

- (g) With the approval of the Committee, the Chair may appoint rapporteurs from the Committee to regularly provide advice to the Committee on specific matters that have an impact on or influence the work of the Committee.

3.3 Decisions

All efforts shall be made for the Committees to make decisions by consensus. If a consensus on a specific matter cannot be reached, a Committee shall decide by a simple majority of the Member States represented at the meeting. The voting will be by show of hands overseen by scrutineers. There shall be only one vote per Member State. The Chair has a casting vote if necessary.

3.4 Agenda and Documents

- (a) Agenda items will depend upon the specific topics to be addressed during the particular Committee meeting to which the agenda refers. The agenda will be prepared by the Chair, assisted by the Vice Chair and the secretary to the Committee, taking into account the strategic vision, the Committee structure, and the work programme of the Committee.
- (b) Input documents for a Committee meeting should be sent to the Secretariat not later than thirty calendar days before the meeting and will be published on the relevant section of the Organization's website. Documents should conform to the standard template.
- (c) Documents for consideration at a Committee meeting will be numbered by the Secretariat in a way that indicates the meeting number, the agenda item to which they refer and the description.
- (d) Any Member State, Associate Member and Affiliate Member may submit a document addressing any item on the work programme of a Committee.
- (e) Working documents are documents to be carried over to a subsequent meeting.
- (f) Output documents are documents completed by the Committee. They include draft standards, recommendations, guidelines, manuals and other documents for submission to the Council for approval.
- (g) The report of a Committee meeting shall be approved by the Committee, endorsed by the Chair, and made available for Member States, Associate Members and Affiliate Members on the website of the Organization by the Secretariat without delay.
- (h) Input documents and reports shall follow the respective template formats.
- (i) Draft standards, recommendations, guidelines, manuals and other documents produced by a Committee shall follow a quality assurance process. This process has the following steps:
 - i. The Chair and Vice-Chair of the Committee shall be actively involved throughout the development process. The Secretariat shall be involved throughout the development process for format and editorial review.
 - ii. Once completed by a Committee, an output document shall proceed through a quality assurance check via the Secretariat including final formatting and shall then be sent to the Council for review and approval.
 - iii. Before approval by the Council or the General Assembly in the case of standards, an output document must be watermarked "Draft" on each page.
 - iv. After approval by the Council or the General Assembly as appropriate, the document shall be placed on the website of the Organization with public access.
 - v. Member States, Associate Members and Affiliate Members shall be notified of newly approved documents.

Article 7

The Secretariat

1 The Secretary-General

- (a) The Secretary-General shall be the legal representative and chief executive of the Organization.
- (b) Upon the commencement of duty by the new Secretary-General the President and the Chair of the Finance and Audit Group shall meet with the Secretary-General to discuss expectations and performance requirements having regard to the aim and objectives of the Organization.
- (c) The Secretary-General shall be subject to the Staff Rules and the Secretariat Procedures to the extent that this is appropriate.

2 Appointment and Management of Staff

The Secretary-General shall:

- (a) Determine the requirement for, and functional organisation of, the staff of the Secretariat;
- (b) Prepare Staff Rules for approval by the Council;
- (c) Select and engage the staff of the Secretariat in accordance with the Staff Rules; and
- (d) Manage the performance of the staff of the Secretariat in accordance with the Staff Rules.

3 Function of the Secretariat

In addition to the tasks set out in Article 10 of the Convention, the Secretariat, under the direction of the Secretary-General, and in accordance with the Secretariat Procedures, shall:

- (a) Handle all day to day administration of the Organization, including the flow of information between the Secretariat and Member States, Associate Members and Affiliate Members;
- (b) Prepare draft terms of reference for Committees and subsidiary bodies;
- (c) Organize and support the Committees and subsidiary bodies in accordance with the work programme approved by the Council, by (as required):
 - i hosting the meetings;
 - ii providing secretarial and technical support;
 - iii preparing and submitting related documents to the Council; and
 - iv circulating meeting documents;
- (d) Produce the Annual Report;
- (e) Receive, print, file, circulate or publish documents, and in so doing, ensure that all standards, recommendations, guidelines and manuals upon their publication are made available in all the official languages of the Organization;
- (f) Establish, maintain and have custody of documents in the archive; and
- (g) Generally, perform all other work that may be required to support the endeavours of the Organization.

4 Secretariat Procedures

- (a) The conduct of work of the Secretariat shall be governed by Secretariat Procedures established by the Secretary-General, which shall be reviewed and kept updated to ensure efficient operations are maintained.
- (b) The Secretariat Procedures shall be made available to all staff.

- (c) The staff are required to implement the Secretariat Procedures applicable to them and to work with the Secretary-General to ensure that the Secretariat Procedures reflect safe, clear, open and sustainable working practice.

5 The World-Wide Academy

The World-Wide Academy, the vehicle by which the Organization delivers training and capacity building, shall be an integral part of the Secretariat.

- (a) The day to day management of the World-Wide Academy shall be administered by a Dean, who shall be a member of the Secretariat. The Dean is supported by an Advisory Board.
- (b) The role of the Advisory Board shall be:
 - i to maintain a global view of Marine Aids to Navigation training and capacity building needs; and
 - ii to recommend and oversee the strategy and the annual programme of the World-Wide Academy and its delivery of training and capacity building.
- (c) The Advisory Board shall consist of:
 - i a Chair appointed by the Council from among the appointed board members;
 - ii up to six members appointed by the Council for a period of three years;
 - iii the Secretary-General; and
 - iv the Dean of the World-Wide Academy.
- (d) The Advisory Board shall meet twice a year, at least thirty calendar days before the next Council meeting.

Article 8 Conferences and Symposia

1 Description

- (a) A conference shall have as its principle objective the exchange of information relative to all types of Marine Aids to Navigation.
- (b) A symposium shall consider and discuss a set of contributions on specific subjects relating to Marine Aids to Navigation.

2 Attendance

- (a) Conferences shall be open to:
 - i all Member States, Associate Members and Affiliate Members; and
 - ii other international organizations and associations, Marine Aids to Navigation Authorities and official bodies as approved by the Council.
- (b) Symposia shall be open to international organizations, companies or individuals working in the field or having an interest associated with the subject addressed by the symposium, upon registration.

3 Exhibitions

- (a) At conferences

An exhibition of Marine Aids to Navigation equipment will be organized during each conference period. Only those Industrial Members who have paid the equivalent of the fees for the two years immediately prior to the year of the conference, plus the year of the conference, will have the right to exhibit.

- (b) At symposia

An exhibition of Marine Aids to Navigation equipment will be organised during each symposium. The exhibition will be open to any entity operating in the Marine Aids to Navigation field, upon registration.

4 Preparations for Conferences and Symposia

- (a) The Secretariat shall develop guidelines for preparations of conferences and symposia. The guidelines shall assist the host of the event in the planning and preparation for convening, and conduct of, conferences and symposia.
- (b) The guidelines shall be made available to Member States considering hosting a conference or a symposium.

Article 9 Languages

The working language of the Organization shall be English.

Article 10 Amendments to the General Regulations

- 1 These General Regulations may be amended by the General Assembly.
- 2 The Council or any Member State may propose an amendment to these General Regulations.
- 3 Amendments to the General Regulations adopted by the General Assembly shall be incorporated therein.

Article 11 Termination

In the event of the termination of the Organization the Council shall make the necessary arrangements for the winding up of the Organization, including:

- (a) Determining the assets of the Organization and returning any property not belonging to the organization;
- (b) Determining and settling any claims against the Organization and any sums owed by the Organization including costs associated with the winding up of the Organization; and
- (c) Dividing the balance of the accounts amongst the Member States, Associate Members and Affiliate Members in accordance with the Financial Regulations.

Annex A
Financial Regulations of the Organization

Article 1
Application

These Financial Regulations shall govern the financial administration of the Organization.

Article 2
Financial Governance

- 1 The General Assembly shall review and approve the financial arrangements of the Organization, including the outline budget for the following three years and the rate of contribution for Member States and fees for Associate Members and Affiliate Members.
- 2 The Council, upon advice of the Finance and Audit Group and the external auditor, shall review and approve the financial statements, including the annual budget, within the limits of the outline budget approved by the General Assembly.
- 3 The Finance and Audit Group shall:
 - (a) Review the draft financial statements and submit them to the Council;
 - (b) Provide advice to the Council and to the Secretary-General on any audit observations or findings related to finances;
 - (c) Recommend the rates of contributions and fees;
 - (d) Recommend potential suspension, reinstatement and termination of membership, in respect of fees in arrears; and
 - (e) Consider any other matters referred to it by the Council.
- 4 The Chair of the Finance and Audit Group:
 - (a) Shall examine the draft financial statements and submit them to the Finance and Audit Group; and
 - (b) May authorize unforeseen expenses not provided for in the budget, within limits approved by the Council.
- 5 The Secretariat, in accordance with the Secretariat Procedures, shall:
 - (a) Maintain the accounts;
 - (b) Prepare the financial statements;
 - (c) Control the financial records, including records of income and expenditure;
 - (d) Manage the audit; and
 - (e) Advise the Secretary-General on financial matters.

Article 3
Budget

- 1 The financial year shall run from 1st January to 31st December.
- 2 The outline budget shall be drawn up on a three-year basis. Budget estimates for each year shall be shown separately.

- 3 The operating currency shall be the currency of the Member State in which the seat of the Organization is located.
- 4 The Secretary-General shall operate within the limits of the annual budget. However, the Secretary-General may adjust allocations within the approved annual budget.
- 5 Any transfers of allocations between different categories of expenditure specified in the annual budget shall be reported, with the necessary justification, to the Finance and Audit Group.
- 6 No further commitment to expenditure against the annual budget may be incurred after the close of the financial year. Outstanding obligations must be met within ninety calendar days of the close of the financial year.

Article 4 Procurement

- 1 All funds shall be under the operational control of the Secretary-General.
- 2 The Secretary-General may designate, in writing, members of the Secretariat as line managers for the purpose of these Financial Regulations.
- 3 The procurement limits and method should be detailed in the Secretariat Procedures.

Article 5 Financial Statements

- 1 The financial statements shall be the outline budget, the annual budget, the income statement and the balance sheet.
- 2 The Secretariat shall submit the draft financial statements to the Finance and Audit Group, not later than fourteen calendar days prior to a Finance and Audit Group meeting.

Article 6 Cash Reserve

To ensure the financial stability of the Organization and to avoid any financial difficulties, the Organization shall maintain a cash reserve the value of which should be no less than four months of the annual budget.

Article 7 Annual Contributions and Fees

- 1 Annual contributions and fees represent the main source of income for the functioning of the Organization.
- 2 The Finance and Audit Group may take the following matters into account when recommending the rates of contribution and fees:
 - (a) The requirement that the revenue and the expenditure in the budget should be balanced;
 - (b) The percentage of calls for contributions and fees likely to be settled on time;
 - (c) The planned or anticipated exceptional expenditure;
 - (d) The rate of inflation in the Member State where the Organization has its seat; and
 - (e) The global economic situation.
- 3 The Secretariat, in accordance with the Secretariat Procedures, shall send a call for annual contributions or fees for the following year to each Member State, Associate Member and

Affiliate Member no later than 31st October each year. The due date for payment is 31st January of the next year.

- 4 For new Member States, Associate Members and Affiliate Members the following rates of contribution or fee shall apply:
 - (a) A Member State shall be required to pay a full annual contribution and an Associate Member a full annual fee, regardless of the date on which the Convention enters into force for that Member State or the date on which the application for Associate membership is accepted by the General Assembly.
 - (b) Affiliate Members shall pay:
 - i a full annual fee for applications accepted between 1st January and 30th June; or
 - ii half the annual fee for applications accepted between 1st July and 31st December.
- 5 In the event of the resignation of an Associate Member or an Affiliate Member no refund of fees already made will be given.

Article 8

Unpaid Contributions and Fees

- 1 In the case of unpaid contributions or fees the Secretariat, in accordance with the relevant Secretariat Procedures, shall apply the following arrangements:
 - (a) For Member States:
 - i in the event that no payment is received by 1st November of the year in which it was due the Secretary-General shall contact the Member State, requesting payment and inviting the Member State to discuss any difficulties that would justify considering a payment plan; and
 - ii if the contribution remains unpaid twenty-four months after the due date for payment the Secretary-General shall notify the Member State that voting rights and the right to be elected to the Council are denied until such time as the outstanding contribution have been paid, unless the General Assembly waives this provision.
 - (b) For Associate Members and Affiliate Members:
 - i in the event that no payment is received by 1st July of the financial year, on approval by the Council, membership rights may be suspended in accordance with the table at Annex B of the General Regulations;
 - ii the Council shall be advised, at its second annual session, of unpaid fees; and
 - iii on approval by the Council, after notification, membership may be terminated if fees remain unpaid after membership rights have been suspended for twelve months and the Associate Member or Affiliate Member has not agreed a payment schedule.
- 2 Outstanding contributions and fees due will be shown in tables annexed to the financial statements.

Article 9

Dedicated Funds

- 1 Dedicated funds may be established by the Secretary-General for the execution of specific programmes or projects, provided that the purposes are consistent with the aim and objectives of the Organization. The purpose and limits of each dedicated fund shall be clearly reported to the Council.
- 2 The financial resources needed to establish a dedicated fund may come from donations, bequests, grants, gifts and other sources as approved by the Council on recommendation by the Secretary-General. The precise terms and conditions governing such income shall be formalized.

- 3 Any monies remaining unused when a programme or project is terminated should be used as stipulated, and if not so stipulated, for the general purposes of the Organization unless the Secretary-General determines otherwise.
- 4 A specific budget should be prepared for each fund for approval of the Council and the final result for the year for each dedicated fund should be shown separately in the financial statements.
- 5 Any dedicated funds should be audited in accordance with the relevant provisions in Article 10.

Article 10 **External Audit**

- 1 An external auditor shall be appointed by the Council and carry out such work as required by applicable accounting practices.
- 2 The appointment is for a period of six years and may be renewed.
- 3 The external auditor may make observations with respect to the efficiency of the financial procedures, the accounting system, internal financial controls and, in general, on the administration and financial management of the Organization.
- 4 In addition to the above, the Council may request the external auditor to perform specific investigations and issue separate reports on the results.

Article 11 **Termination**

In the event of termination of the Organization, the balance of the accounts shall be divided amongst the Member States, Associate Members and Affiliate Members on the day when the Convention ceases to have effect, in proportion to their last annual contribution or fee.