



**BYE-LAWS**  
**of**  
**INTERNATIONAL LIFE SAVING APPLIANCE MANUFACTURERS' ASSOCIATION**  
**("ILAMA")**

**1. ADOPTION OF BYE-LAWS**

These bye-laws ("Bye-Laws") are adopted by the Directors of the Association by a Board resolution dated [DATE 2012] pursuant to the provisions of Article 23 of the Articles of Association.

**2. OBJECTS**

The objects of the Association are:

- (a) To monitor the work of the International Maritime Organisation ("IMO") and International Standards Organisation ("ISO") concerning life-saving equipment standards and regulations;
- (b) To maintain direct contact with IMO through its Observer and Consultative Status with a view to promoting new ideas and objectively to correlate thinking, experience and experimentation to improve equipment for safety of life at sea within the parameters of ILAMA.
- (c) To use its expertise to promote better understanding and knowledge of the Industry, and in particular, to prepare and submit instructions and information for use in training and in the field;
- (d) To ensure that only those companies and organisations committed to maintaining and developing new technical standards and improving life-saving equipment by promoting designs and tests of new equipment, are admitted as members.

**3. MEMBERSHIP OF THE ASSOCIATION**

**(a) Full Membership**

Any company may apply to become a full member of the Association ("Full Member") provided that the company manufactures,

- i) type approved life-saving appliances which are subject to the International Convention for the Safety of Life at Sea (1974) as it is subsequently amended; and
- ii) equipment that is subject to an ISO standard or IMO approval and that forms an integral part of lifesaving appliances.

For the purpose of clarity, such life-saving appliances shall include by way of example only and not by way of limitation:

- [ Lifebuoys and lifejackets
- [ Immersion suits, anti-exposure suits and thermal protective aids
- [ Rocket parachute flares, hand flares and buoyant smoke signals
- [ Water and provisions
- [ Inflatable liferafts,
- [ Rigid liferafts
- [ Lifeboats
- [ Rescue Boats
- [ Engines and water jets
- [ Launching and embarkation appliances
- [ Release Systems
- [ Marine evacuation systems
- [ Line-throwing appliances
- [ General emergency alarm systems
- [ Position indicating lights

A prospective Full Member shall be required to prove to the existing members that it has adequate facilities and organisation for design, experimentation, manufacture, maintenance and inspection, and that it has approval of these facilities and its equipment by the maritime authorities of the signatories to the IMO International Convention for the Safety of Life at Sea (“Full Member Criteria”).

Manufacturers of safety equipment that are unable to satisfy the Full Member Criteria may be eligible to become an associate member of the Association (“Associate Member”)

A Full Member will pay **full subscription** under paragraph 6 and shall be entitled to be two votes.

### **Group Membership**

This membership applies only to companies belonging to a group that are Full Members of the Association. Full Members of the group will be entitled to vote as follows:

- [ The first Full Member (nominated at the meeting) will pay **full subscription** and will be entitled to **two votes**.
- [ The second member company (nominated at the meeting) will pay **two thirds** of the full subscription and will be entitled to **two votes**.
- [ The third (and any additional) member (not nominated as the first and second members) company will pay **two thirds** of the full subscription and will be entitled to **one vote**.

Where more than two Full Member companies belonging to a group attend a meeting, the group will nominate the two companies from the group that will vote on behalf of the group and any additional companies from the group attending the

meeting will, notwithstanding that they are Full Members, be entitled to only one vote.

#### **(b) Associate Member**

A company or organisation may be eligible to become an Associate Member provided that it can prove, to the satisfaction of the Association, its compatibility with the aims and objectives of ILAMA.

An Associate Member shall be entitled to the same rights and subject to the same obligations as a Full Member under clause 3 (a) of the Bye-Laws except that it shall be entitled to **one vote only** per member company and will pay only **50 per cent** of the annual subscription.

### **4. ADMISSION OF NEW MEMBERS**

Applications received from prospective members will be considered by seven members appointed from time to time by the Board of Directors (the "Voting Panel"). The Voting Panel shall inform existing members of a prospective member application email. If an existing member wishes to make representations about any prospective member application, they will be required to submit the representations to the Voting Panel within twenty days of the date of the Voting Panel's e mail. Upon completion of any necessary subsequent investigation, the Voting Panel will make, and the members will be notified of, the final decision to accept or reject an application. A report summarising new membership applications will be provided by the Voting Panel at the Annual General Meeting.

ILAMA is under no obligation to accept a company's application for membership even if the applicant appears to have fulfilled all the criteria for membership. A prospective member whose application for membership is denied by ILAMA is not entitled to be informed of the basis for ILAMA's decision to deny its application.

### **5. NOTICE TO MEMBER ELECTED**

Upon the approval of a new member, the Voting Panel will notify the Company of its decision and provide it with a copy of the Bye-Laws together with a request to remit to the Association, within one month, the joining fee and first subscription due. (New members joining during the year will be invoiced on a required pro rata basis in connection with the payment of that year's annual subscription, i.e. for the remaining months of that year.) Upon payment of the joining fee and first subscription, the new member shall be entitled to all the benefits and privileges and subject to the obligations of the membership, and be bound by these Bye-Laws

### **6. SUBSCRIPTIONS**

The joining fee and annual subscription shall be such sum as the Directors may from time to time determine. Any increases in the joining fee or annual subscription shall require ratification by the members at an AGM.

All annual subscriptions (except the first subscription of a new member) shall be due on ***the first day of January*** in each year or such other date as may be decided on by the Directors from time to time.

## **7. PAYMENT OF SUBSCRIPTIONS**

All subscriptions shall be paid by cheque or bank transfer. Cheques shall be made payable to the 'International Life-saving Appliance Manufacturers' Association Ltd.'

## **8. MEMBERS IN ARREARS**

If any member shall fail to pay its annual subscription one month after it has become due, a notice shall be sent to it indicating the default. If the member fails to pay the subscription within 6 months after the due date, it shall automatically cease to be a member of the Association ("Ex Member"). If at any time an Ex Member provides the Directors of the Association with a satisfactory explanation of the reasons for default, it may, at the absolute discretion of the Directors and upon payment of any arrears, be re-admitted as a member of the Association.

## **9. EXPULSION OF MEMBERS**

If at any time the Directors are notified that any member has committed a breach of the Bye-Laws, has acted illegally or otherwise seriously endangered the interests of the Association, the Directors acting by three members may suspend the Company's membership of the Association pending consideration whether it is in the best interests of the Association that the membership is terminated.

Any complaints in connection with paragraph 20 of the Bye-Laws made by a member against another member must be submitted to any of the Directors.

The member that is the subject of the complaint will be notified of the nature of the complaints made against it, and will be afforded a proper opportunity and sufficient time to make submissions to the Board.

The Board will consider the nature of the complaint and advise both the member making the complaint and the member that is the subject of the complaint whether there is sufficient evidence to warrant the submission of the complaint to an Extraordinary General Meeting ("EGM") of the Association.

Should the Board deem it necessary, an EGM of the Association will be convened subject to the provisions of paragraph 16 in order to consider the complaint against the member and any actions recommended by the Board to resolve any issues arising out of or in connection with the complaint.

At the EGM the Board shall submit, in writing, a summary of the nature of the complaint, any recommendations of the Board and the member that is the subject of the complaint will have an opportunity to make submissions either verbally or in writing in connection with the complaint.

The voting at any EGM convened to consider the Board's recommended actions including expulsion of a member shall be by secret ballot.

## **10. EFFECT OF CEASING TO BE A MEMBER**

Any member shall, upon ceasing to be a member of the Association forfeit, all rights to and claim upon the Association and its property and funds. A pro-rata refund of the Annual Subscription will apply.

## **11. ELECTION OF OFFICERS**

The offices of Chairman and Vice Chairman of the Association shall be held by a member company which will nominate a suitable representative of that company. If that person is unable to stand for the duration of a two year term of office, then the member shall nominate an alternative representative from their company who is able to demonstrate suitable competence and commitment to ILAMA.

If the member company is unable to provide a suitable representative as a candidate for the vacant office of Chairman, the member's office will be terminated automatically at which time the member company holding the office of Vice Chairman will be appointed as Chairman of the Association until the following Annual General Meeting of the Association ("AGM"), when a further election of Chairman and Vice Chairman will take place.

If the member company is unable to provide a suitable representative as a candidate for the vacant office of Vice Chairman or in the event that a member company resigns from the position of Vice Chairman, the member's office will be terminated automatically and the Directors may appoint a member company as acting Vice Chairman of the Association until the next AGM at which time a new Vice Chairman shall be elected.

A representative of a member company can only hold office as Chairman or Vice Chairman of the Association in so far as the member company that it represents is authorised to hold office as Chairman or Vice Chairman in accordance with the Bye Laws. A representative of a member company can not hold office as Chairman or Vice Chairman of the Association individually.

Elections for either the Chairman or Vice Chairman will always take place at each AGM. In the event that both positions of Chairman and Vice Chairman are unoccupied, the Board may appoint a member company as acting Chairman until the next AGM.

At the end of the two year term of office, the Vice Chairman will automatically be appointed as Chairman of the Association. At the end of their term of office, both Chairman and Vice Chairman will be eligible for re-election. The elected Chairman and Vice Chairman will serve on the Board of Directors for the Association's registered company.

In order to maintain a broad representation of the ILAMA membership on the Board of Directors, where possible and without any obligation to do so, the offices of Chairman and Vice Chairman of the Association shall be filled, alternately, by representatives from Working Group A and Working Group B as set out in paragraph 12 of the Bye-Laws.

In the event that less than 50% of the members either vote in person at the AGM or by proxy then a postal (or email) ballot of all members within one month of the date of that annual general meeting shall take place.

The members are entitled to vote at an EGM, AGM or committee meeting in accordance with the provisions of paragraph 3 of these Bye-Laws.

## **12. TECHNICAL COMMITTEES**

Election of the Chairman of the Technical Committee ("TC Chairman") shall be by a majority vote of those members in person at the relevant technical meeting voting for an individual representative of a member company. The term of office for the TC Chairman shall be two years, and an outgoing TC Chairman will be eligible for re-election. The TC Chairman shall be appointed as a Director of the Association's registered company as required.

- (a) The Technical Committee (with Directors' approval) shall have power to appoint, pay and dismiss advisers and consultants as they deem necessary.
- (b) The TC Chairman assisted by a permanent representative, shall represent the Association at IMO and shall provide a report to the AGM.
- (c) The Technical Committee may approve members of the Association undertaking such other responsibilities as shall be determined from time to time at their meetings for which they will be reimbursed for appropriate and reasonable expenses. Such expenses shall be reimbursed in accordance with ILAMA's internal policy provided that they are approved by the ILAMA's Directors.
- (d) Every member shall be entitled to appoint one representative to the Technical Committee who will be notified to the ILAMA administration. Each member shall be entitled to send no more than two observers to a technical committee meeting. Each member shall be entitled to send representatives to attend each of the working groups which currently exist. (Working Group A - Lifeboats/Davits/Hooks/Engines and Working Group B - Liferrafts and Ancillary Equipment)
- (e) The members agree to actively participate in the work of the Technical Committee in accordance with the provisions of paragraph 19.

(f) The Technical Committee Chairman can refer any issue for discussion and guidance by a meeting of the Board of Directors who may invite any member or guest to attend and advise the Board as it sees fit.

### **13. VACANCIES ON TECHNICAL COMMITTEES**

If the TC Chairman resigns during a current term of office, the representatives of the Technical Committee shall nominate a temporary TC Chairman from the current members of the Technical Committee to stand until the next meeting takes place and it is possible to elect a new permanent TC Chairman.

Every member shall be entitled to replace any representative on a technical committee with any employee of its organisation if it deems it necessary.

### **14. MEETINGS OF TECHNICAL COMMITTEES**

**Five** members of the technical committee shall form a quorum. Decisions taken in technical committee meetings shall be by a simple majority (with member present or by proxy) and in accordance with provisions of paragraph 3 of these Bye-Laws. The TC Chairman shall arrange for minutes to be taken of all the proceedings of each technical committee.

### **15. NOTICE OF BUSINESS**

A member wishing to put forward a proposal at an AGM shall give notice of the proposed business in writing to the ILAMA Administration not less than **six weeks** before the date of the AGM.

### **16. ANNUAL GENERAL MEETING**

A meeting of the full membership will take place at a time and venue to be proposed by the Directors and agreed by the Membership. Notice of the meeting shall be no later than six months prior to the meeting, and the agenda will be produced and circulated one month prior to the meeting.

### **17. EXTRAORDINARY GENERAL MEETINGS**

The Board of Directors may call an EGM provided that it gives a minimum of 21 days notice to all members entitled to receive notice. An EGM may also be called upon a request to the Directors from at least 20% of the members entitled to attend an EGM. Notification of such a meeting must state the nature of the business for which the meeting will be convened, in the form of a proposed written resolution.

In the event that at least 75% of all the members of the Association, (present at the meeting or by proxy), vote in favour of the resolution then it shall be passed.

### **18. PROCEEDINGS AT GENERAL MEETINGS**

At all general meetings of the Association, the Chairman and in his absence, the Vice Chairman shall take the chair. Only those members who shall have paid their joining fee and annual subscriptions shall be entitled to attend and vote at a general meeting. In the event of a tie of the members' vote, the Chairman shall be entitled to a second, or casting vote. The decision whether or not to cast the second or casting vote shall be in the sole discretion of the Chairman.

## **19. EXPENSES POLICY**

Where a Member officially represents ILAMA, other than in circumstances where the Member obtains an opportunity for commercial gain which the Member might not have otherwise received, the Member may, at the Directors' discretion, be entitled to be reimbursed for reasonable travel and accommodation expenses incurred, provided that the Member obtains prior written approval from the Board of Directors.

## **20. QUORUM**

A quorum at any meeting will be five member companies being present.

Each member shall have the right to choose from within its own organisation the delegates it wishes to send, to vote or observe, to any meeting of the Association. Each member shall clearly identify to the ILAMA Administration which of its delegates has the power to vote on its behalf in any meeting of the Association.

Should they so desire, such delegates may bring with them specialist assistants or consultants, with a maximum of two persons including delegates, specialist assistants and consultants, provided always that such assistants and consultants agree to uphold the objectives of the Association as set out in paragraph 2 of these Bye-Laws, and maintain in confidence details of proceedings and discussions of the Association.

## **21. COMMITMENT**

The members agree to attend at a minimum of **one** Annual General Meeting and **two** Technical Meetings in any two year period.

## **22. CODE OF CONDUCT**

Members are required to act in accordance with these Bye-Laws and in no way endanger the interests of the Association as interpreted by the Board of Directors from time to time.

Whilst representing ILAMA, members should be aware of their responsibilities to the Association and should at all times reflect the consensus or agreed standpoints.

Any representations concerning complaints over the behaviour of members must be made to the Board of Directors.



Any representations concerning new membership applications shall be made to the Board of Directors.

The code of conduct sets out principles, values, standards, or rules of behavior that guide the decisions, procedures and systems of ILAMA in a way that contributes to the *welfare of its key stakeholders, and respects the rights of all constituents affected by its operations*. The members shall act in accordance with the following code of conduct:

- ILAMA members shall protect their own competence and not breach the intellectual propriety rights of others.
- Members shall respect each others' assets (know-how) and not seek to take opportunities or gain discovered through the use of ILAMA membership on property, information or position.
- When officially representing ILAMA, members must not make advantage of the situation by promoting their own products.
- ILAMA members do business worldwide and value good relations with IMO, authorities, ROs, NGOs and Class Societies.
- Any conduct that may be viewed as improperly, directly influencing the main objectives of ILAMA is prohibited.
- ILAMA members must be truthful and accurate in interactions with officials when representing ILAMA and observe the highest ethical standards when interacting with these official representatives.
- In dealing with an official body, as an ILAMA representative, members are responsible for knowing and complying with applicable laws and regulations, and must not contact government officials on behalf of ILAMA unless allowed by the board of ILAMA.
- ILAMA views diversity as an asset. Many brands and people have come together over the years under the ILAMA umbrella and ILAMA's culture welcomes them all, regardless of nationality, age or physical ability, or any other aspect of diversity.
- Members must conduct their business activities with fellow members, customers and business partners with respect for all people without regard to differences or similarities. ILAMA members hire and promote people based on their abilities.
- ILAMA members should not engage in or support discrimination in hiring, compensation, access to training, promotion, termination or retirement based on gender, age, ethnic and national origin, caste, religion, disability, sexual orientation, union membership or political affiliation.
- Members who have questions about a specific situation should ask for help by using the Secretariat of ILAMA.

**(Code of Conduct ratified by the AGM in June 2012)**

### **23. MEMBERS' ADDRESSES**

Every member of the Association shall keep the ILAMA Administration informed of any changes of address so that a current list of addresses may be kept with the Bye-Laws.

**Date latest revisions ratified 4 July 2013 - AGM Minutes refer.**