



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 ILAMA by a Board resolution dated 2 July 2021 pursuant to the provisions of Article 23 of the Articles of Association.

2. OBJECTS

The objects of ILAMA are:

- (a) To monitor the work of the International Maritime Organisation ("IMO") 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;
- (e) To maintain active involvement in the various maritime equipment related committees within the European Commission to which ILAMA is invited; and
- (f) To maintain a liaison with ISO technical committees in respect of standard utilisation within our industry.

3. MEMBERSHIP OF ILAMA

(a) **Full Membership**

Any company may apply to become a full member of ILAMA ("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 ILAMA ("Associate Member")

A Full Member will pay **full subscription** under paragraph 6 and shall be entitled to be 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 ILAMA, 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 not be entitled to vote 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 five 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 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 members 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 ILAMA, within one month the 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 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 annual subscription shall be such sum as the Directors may from time to time determine. Any increases in the annual subscription shall require ratification by the members at a GM.

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 ILAMA ("Ex Member"). If at any time an Ex Member provides the Directors of ILAMA 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 ILAMA.

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 ILAMA, the Directors acting by three members may suspend the Company's membership of ILAMA pending consideration whether it is in the best interests of ILAMA that the membership is terminated.

Any complaints in connection with paragraph 22 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 a General Meeting of ILAMA.

Should the Board deem it necessary, a GM of ILAMA will be convened subject to the provisions of paragraph 17 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 GM 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 GM 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 ILAMA forfeit, all rights to and claim upon ILAMA 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 ILAMA shall be held by a member company which will arrange to provide 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 ILAMA until the following General Meeting of ILAMA ("GM"), 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 ILAMA until the next GM 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 ILAMA 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 ILAMA individually.

Elections for either the Chairman or Vice Chairman will always take place at a GM. In the event that both positions of Chairman and Vice Chairman are unoccupied, the Chairman of the Technical Committee will act as Chairman until the election of a Chairman and Vice Chairman takes place at the next GM.

At the end of the two year term of office, the Vice Chairman will automatically be appointed as Chairman of ILAMA. 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 ILAMA's registered company.

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

The members are entitled to vote at a GM 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 ILAMA'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, as appropriate, by an IMO accredited representative, shall ensure adequate representation of ILAMA at IMO and shall ensure suitable reporting to the Technical Committee as well as the GM. Remuneration of assistants is at the discretion of the board of Directors.

(c) The Technical Committee may approve members of ILAMA 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. Upon invitation by the Technical Committee, each member shall be entitled to send representatives to attend such working groups as the Technical Committee determines as appropriate and relevant to a particular member from time to time.

(e) The members agree to actively participate in the work of the Technical Committee in accordance with the provisions of paragraphs 21 and 22.

(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

Ten members of the technical committee present at the meeting shall form a quorum. Decisions taken in technical committee meetings shall be by a simple majority of members present 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.

Where a technical committee meeting decision is made by a vote of the members present:

- a) any decision voted on by the members present at the technical committee meeting will be fully binding and enforceable;
- b) the technical committee will not be required to consider any submissions made after the meeting unless the technical committee meeting chairman considers, in its absolute discretion, it is appropriate to do so;
- c) a member will only be entitled to vote if the member has attended at least two technical committee meetings in the prior two year period;
- d) a member who is not entitled to vote may attend at and make submissions to the meeting notwithstanding that the member is not entitled to vote on any decision of the technical committee meeting;
- e) any member of the technical committee who has sent apologies for absence at the technical committee meeting may make submissions on and vote in connection with any decisions that the technical committee makes after the occurrence of the technical meeting at which the matter arises. This will only apply if matters previously discussed at technical meetings are reopened for discussion which will be at the discretion of the technical committee chair; and
- f) any member of the technical committee who has not sent apologies for absence at the technical committee meeting may make submissions on but may not vote in connection with any decisions that the technical committee makes after the occurrence of the technical meeting at which the matter arises. This will only apply if matters previously discussed at technical meetings are reopened for discussion which will be at the discretion of the technical committee chair.

15. NOTICE OF BUSINESS

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

16. BIENNIAL GENERAL MEETING

A meeting of the full membership will take place biennially 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. ADDITIONAL GENERAL MEETINGS

The Board of Directors may call additional general meetings provided that it gives a minimum of 21 days notice to all members entitled to receive notice. An

additional general meeting may also be called upon a request to the Directors from at least 20% of the members entitled to attend a general meeting. 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 ILAMA, (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 ILAMA, the Chairman and in his absence, the Vice Chairman shall take the chair. Only those members who shall have paid their 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 ten 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 ILAMA. 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 ILAMA.

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 ILAMA as set out in paragraph 2 of these Bye-Laws, and maintain in confidence details of proceedings and discussions of ILAMA.

21. COMMITMENT

The members agree to active participation within ILAMA. This should include attendance at a minimum of **one** General Meeting in four years and **two** Technical Meetings in any two year period.

If a member fails to attend a minimum of one General Meeting in person in any continuous four year period, the member will not be entitled to appoint a proxy to attend and vote on its behalf until such time as the member has attended at least one General Meeting in person. Following such four year absence, the member will be entitled to appoint a proxy for the next and any subsequent General Meetings following the General Meeting that it attends in person.

For the purpose of this Bye-law 21, a member will be deemed to attend in person if they do so by such electronic means that is approved by the Directors from time to time.

22. CODE OF CONDUCT

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

Whilst representing ILAMA, members should be aware of their responsibilities to ILAMA and should at all times reflect the consensus or agreed standpoints as confirmed by the board of directors. Members may not hold themselves out as representing ILAMA without specific written authority from the board of directors.

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 and/or liaison with IMO, authorities, ROs, NGOs, Class Societies and other LSA equipment related committees and organizations.
- 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.

23. MEMBERS' ADDRESSES

Every member of ILAMA 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.

24. Honorary Title

The Board may, by a majority decision, award an honorary title or certificate of recognition to such individuals that it considers have made a significant or special contribution to the work and aims of ILAMA in saving lives at sea.

The Board may, in its absolute discretion, attach such rights, benefits or limitations to the honorary title or certificate of recognition as it sees fit.