



## Articles of Association

### Preamble

The “International Union of Marine Insurance e.V.”, hereinafter called IUMI, is an association established for the purpose of representing national and market marine insurance and reinsurance (hereinafter called “marine insurance”) associations on all aspects impacting on marine and transport insurance.

### I. General Provisions

#### Article 1 Name and headquarters

The name of the Association is the “International Union of Marine Insurance e.V.” (IUMI).

IUMI shall be registered in Hamburg under German Civil Law Code (BGB).

The Association’s registered headquarters is in Hamburg, Germany.

#### Article 2 Purpose of the Association

IUMI’s purpose is the representation, safeguarding and development of insurers’ interests in marine and all types of transport insurance. IUMI pursues this representation of interests through the promotion of sciences and research through conferences and other events, the promotion of maritime environmental protection through inter alia its participation in the Mari-time Environmental Protection Committee of the International Maritime Organization, the promotion of safety of life at sea through inter alia the promotion of ship safety standards through its participation in the Maritime Safety Committee of the International Maritime Organization, and through development cooperation through the promotion of insurance industry related proficiency through committee work in the technical committees, conferences and other events.

In particular IUMI puts the aforementioned purposes into effect by

- acting as a focal point and representative voice on behalf of the marine and transport insurance industries in dialogue with all interested parties,
- sharing information and research that are non-commercially sensitive with regard to marine and transport insurance,
- bringing together marine insurance practitioners to facilitate the exchange of technical information and best practice, and
- providing information on positions taken by IUMI.



### Article 3 Legal personality and liability

- 3.1 IUMI has a separate legal personality. IUMI shall, in particular, have the power to enter into contracts with legal obligations and be represented in courts of law.
- 3.2 IUMI shall be represented and legally committed in its dealings with third parties by the joint signatures of all members of the Executive Committee or by the single signature of the President.
- 3.3 IUMI is only liable with its assets. Members shall not become legally responsible for IUMI's liabilities.

### Article 4 Finances and Auditing

- 4.1 IUMI's revenues shall comprise:
  - (i) annual fees collected from Ordinary Members and IPPs ,
  - (ii) financial contributions arising from the IUMI conferences, seminars and other events and
  - (iii) any other resources authorised by law such as donations, grants and revenues from advertising or any other services provided by IUMI.
- 4.2 IUMI's financial resources shall be only used in conformity with its purpose as stated in Article 2. The Members in their capacities as Members do not receive any attribution from IUMI's assets. No person shall benefit from expenditure beyond IUMI's purpose or from a disproportionately high remuneration.
- 4.3 The fiscal year of IUMI is the calendar year. IUMI's financial activities of the previous year are reported to the Council in September. The accounts of the previous fiscal year shall be approved by the Council.
- 4.4 The annual fees payable by each Ordinary Member shall be determined by the Council according to an allocation formula including a base amount and a market share assessment based on the reported annual market premium represented by the member association for the previous year.
- 4.5 An Ordinary Member shall pay IUMI the annual fee for each financial year. Ordinary Members shall pay their fees within sixty (60) days of receiving a call for payment. Partial payments shall not be accepted unless specifically agreed with the IUMI Executive Committee.
- 4.6 The annual fee for the Associate Members and for the IPPs shall be determined by the Executive Committee.
- 4.7 The Council appoints for each financial year an external independent auditing firm. The Auditors shall review the annual financial statements and internal control system according to the provisions of the law, and report their findings to Council.



## II. Membership

### Article 5 Ordinary Members

5.1 Membership is voluntary. Ordinary membership shall be limited to national and market marine insurance associations. In the absence of such associations, similar bodies acting in the same capacity as national / market marine insurance associations may also be eligible for membership.

In countries where the law empowers a sole insurance company or organization to act as a national body, either may be eligible for membership.

5.2 Applications for ordinary membership shall be addressed in text form to the Secretary General of IUMI. Applicants shall declare their willingness to conform to the Articles of Association. If they meet the requirements stated by the IUMI Articles of Association they will be proposed by the President of IUMI to the Council for membership.

5.3 Elections for ordinary membership will be held in accordance with the agreed voting procedures for IUMI.

5.4 Each Ordinary Member shall nominate in text form a person to act as its representative at any voting of the Council.

5.5 Any Ordinary Member whose membership fee remains (completely or partly) unpaid at the opening of the Council Meeting is not entitled to vote.

### Article 5a Associate Members

5a.1 National and market marine insurance associations may alternatively apply to become an Associate Member. Associate Membership is limited to a period of up to three years, then the Associate Member has to decide whether to apply for an Ordinary Membership (Article 5) or to leave.

5a.2 Associate Members have full member rights and duties as stated for Ordinary Members with the following exemptions:

- No representative in the IUMI Council and no voting right in IUMI Council Meetings.
- No eligibility to join IUMI Technical Committees, Executive Committee, Nominating Committee or Fora.

5a.3 Applications for Associate Membership are directed to the IUMI Secretary General and Associate Membership is approved by decision of the IUMI Executive Committee (deviant from article 11.5, fifth bullet point). Associate Membership is



only open for national and market marine insurance associations which have not been Ordinary Member of IUMI for at least three years.

#### Article 6      **Honorary Members**

An individual who has rendered exceptional service to the IUMI may be elected by the Council as an Honorary Member. Honorary Members are entitled to attend the conference, but shall have no vote at Council Meetings.

Honorary members pay no membership fee and no conference fee.

#### Article 7      **Termination of Membership**

- 7.1 Ordinary Members may only withdraw from IUMI at the end of the calendar year, after having given at least six months' notice in text form to the Secretary General. Honorary Members may withdraw anytime.
- 7.2 A Member may be expelled from membership by a three fourth majority vote of Council when it acts in a manner contrary to the interests of IUMI as stated in these Articles of Association or prejudicial to IUMI or for any other important reason.
- 7.3 A Member who has been expelled shall have the right to submit an appeal to the Secretary General within 30 days after the decision. The appeal will be considered by an Appeals Committee which shall consist of three members of the Council selected by the Executive Committee and whose decision shall be final.
- 7.4 The Secretary General may expel an Ordinary Member without formal approval by the Council if that member's fee remains unpaid for two (2) calendar years after the same has become due to IUMI and the Secretary General having issued a reminder in text form.
- 7.5 Withdrawing and expelled members are obliged to pay the membership fee until the termination of their membership. Any rights to the association's assets shall cease to exist at the time of termination of membership.

### III. Affiliates

#### Article 8      **Affiliates**

- 8.1 Upon consideration by the Executive Committee, associations, groupings and organizations that are related to the marine insurance industry may be invited to join IUMI as affiliates. Affiliates shall not pay any annual fees to IUMI.
- 8.2 Affiliates are invited to IUMI conferences and may join Technical Committees, in agreement with the chairman of the relevant committee and in accordance with the Terms of Reference for Technical Committees. Affiliates shall have no voting



rights in Council, cannot serve either as a committee chairman or vice chairman and cannot be member of either the Executive Committee or the Nominating Committee. The Executive Committee may decide that the conference fee for one or more participants of the Affiliates can be waived.

## IV. IUMI Professional Partners – IPPs

### Article 9 IUMI Professional Partners – IPPs

- 9.1 The Executive Committee may consider applications for IUMI Professional Partnership (IPP) from direct third party firms and companies that are suppliers to the marine insurance industry as defined and in accordance with agreed guidelines.
- 9.2 IPPs have no voting rights in Council, cannot serve either as a committee chairman or vice chairman and cannot be member of either the Executive Committee or the Nominating Committee. IPPs may join Technical Committees in accordance with the Terms of Reference for Technical Committees.

## V. Governance and Structure of the Union

### Article 10 Organisation

The organisation and administration of IUMI is vested in

- a) The Council (Article 11),
- b) The Executive Committee (Article 12),
- c) The President (Article 13),
- d) The Nominating Committee (Article 14),
- e) The Technical Committees (Article 15).

### Article 11 Council

- 11.1 The Council is formed of the Members. The Ordinary Members shall be represented by their nominated representatives or their proxies as mentioned in Article 5, sect 4.
- 11.2 Each Ordinary Member shall have one (1) vote.
- 11.3 The Council elects upon recommendation from the Nominating Committee the President of IUMI and the members of the Executive Committee.



- 11.3.1 Other nominations can be made from the floor of the Council Meeting at the time of election provided the candidate proposed has the support of seven (7) Ordinary Members represented at the meeting in text form.
- 11.3.2 The President and the Executive Committee members are elected for a period of two years. The President and the Executive Committee members may be re-elected once for another two years by the Council. Executive Committee members remain in office until the election of a new Executive Committee member.
- 11.3.3 In exceptional circumstances the term of service of either the President or an Executive Committee member may be extended further by the Council.
- 11.4 The Council also elects the members of the Nominating Committee for a period of two years. Members of the Nominating Committee may be re-elected once for further two years. Recommendations for candidates are made by the President to the Council after consulting the Nominating Committee members, several Council Members and Executive Committee Members and should be sent to Ordinary Members at least thirty (30) days in advance. Other nominations can be made from the floor of the Council Meeting at the time of election provided the candidate proposed has the support of seven (7) Ordinary Members represented at the meeting in text form.
- 11.5 The Council shall furthermore have the power to
- Approve any subsequent amendments to the Articles of Association (article 20);
  - Approve the annual accounts of the Association;
  - Approve the subscription level of the annual membership fee (article 4.4);
  - Appoint the independent auditors of the Association (article 4.7) and receive their report;
  - Approve new member applications (article 5.2 / 5.3) or the exclusion of Ordinary Members (article 7.2);
  - Elect the members of the IUMI Technical Committees as stated in the Terms of Reference for Technical Committees;
  - Dissolve the Association (article 17);
  - Conduct any other business not reserved for any other IUMI body as stated in article 11 – 15.
- 11.6 The Executive Committee calls at least one Council Meeting each calendar year. The invitation to which shall be sent to the Members at least thirty (30) days in advance. The invitation shall be delivered in text form (Section 126 b German



Civil Code) and shall include the agenda, the place and the time of the Council meeting.

- 11.6.1 Additional Council Meetings shall be convened upon request in text form by at least 20 % of the Ordinary Members or by the Executive Committee.
- 11.6.2 When a Council Meeting is called, a quorum of 51% of the Ordinary Members is required.
- 11.6.3 On a poll an Ordinary Member may exercise its voting right by proxy through another Ordinary Member present at the Council Meeting. The form of proxy shall specify the matters on which the holder is entitled to vote, it shall be signed on behalf of the Ordinary Member granting it and it shall be deposited with the Secretary General.
- Council Decisions are made by simple majority.
  - A decision about the exclusion of membership according to article 7.2, the dis-solution of IUMI according to article 17 and a decision about any amendments to these Articles of Association according to article 20 requires a majority vote of three-fourths' of all Ordinary Members present at the Council Meeting.
- 11.6.4 Council decisions will be put into text form in the form of a protocol by the President or, if appointed, by the Secretary General. The protocol shall be published on the IUMI website.
- 11.6.5 Anyone attending the Council Meeting is free to discuss any item on the agenda, but those wishing to have certain matters considered by the Council must make the necessary representations at least 2 months prior to the Council Meeting through the member associations' representatives as stated in article 5.4.

## Article 12 The Executive Committee

- 12.1. The Executive Committee consists of the President of IUMI and not more than seven (7) other members. The composition of the Executive Committee shall represent the structure of the membership of IUMI.
- 12.2 The Executive Committee is responsible for the administration and management of IUMI and for exercising the rights and assuming the duties mentioned in these Articles of Association. The Executive Committee shall meet as required. It carries out its duties according to general directions given by the Council. It may also consider matters brought before it by individual members of the Association and the IUMI Technical Committees.

The conduct of the Executive Committee meetings shall be in accordance with its Rules of Procedure, which shall be published on the IUMI website

- 12.3 The Executive Committee may appoint a Secretary General for the administration and management of IUMI. The Secretary General will implement



the decisions of the Council and the Executive Committee. The Secretary General is authorized to administer all affairs regarding the management and the administration of IUMI as a special representative according to Section 30 of the German Civil Code; the Secretary General may represent and legally commit IUMI with a single signature within the aforementioned framework. The Secretary General is responsible to the Executive Committee. The Executive Committee may give instructions regarding further details. The Secretary General participates in the meetings of the IUMI Executive Committee, but has no voting rights in the proceedings.

- 12.4 The Executive Committee may facilitate the formation of Representative Forums to consider matters of general interest to the Association. These Representative Forums shall work in accordance with the relevant and agreed current terms of reference. The Executive Committee may, in compliance with Art. 12.7 and its Rules of Procedure, enact, amend and rescind terms of reference which will be binding on Members in order to ensure the functioning of the Representative Forums. The terms of reference shall include terms regarding their composition and mode of operation.
- 12.5 The Executive Committee may appoint and dismiss Liaison Officers to represent IUMI on an ad hoc or regular basis at international governmental or non-governmental organisations or at any meeting, debate or other occasion where matters affecting marine and transport insurance form part of the agenda.
- 12.6 The Executive Committee may appoint individual Technical Experts and ad hoc committees to deal with specific subjects related to marine insurance on behalf of IUMI.
- 12.7 The Executive Committee takes decisions either in meetings or in text form. A quorum of the Executive Committee shall be reached if a majority of Executive Committee Members is present in meetings or votes in text form.

The Executive Committee shall take decisions by consensus. If no consensus can be reached, decisions shall be adopted by simple majority of members casting a vote. In case of an equality of votes, the President shall have the casting vote.

### Article 13 The President

- 13.1 The President of IUMI is chairman of the Council and of the Executive Committee. The President is an ex-officio member of all IUMI Technical Committees.

The President of IUMI is an ex officio member of the Nominating Committee and acts as liaison to the Executive Committee.

- 13.2 Should the President be unable to carry out his / her duties, the Executive Committee is empowered to appoint a member of the Executive Committee to act as President as long as required but not longer than until the next meeting of the Council.





- 13.3 In the absence of the President as chairman of any meeting of the IUMI Council or Executive Committee, a member of the Executive Committee shall be appointed by the Executive Committee to chair the meeting in his / her place.

#### Article 14 The Nominating Committee

- 14.1 The Nominating Committee is a representative body of IUMI composed of individuals from different Ordinary Members as stated in article 5, and elected by the Council.

The Nominating Committee consists of not more than seven (7) members including the President. The members shall elect their own chairman.

- 14.2 The purpose of the Nominating Committee is to assist the Council in identifying candidates for membership of the Executive Committee of IUMI and for nomination as President.
- 14.3 To fulfil this role, the Nominating Committee shall review the activities of individual members of the IUMI Technical Committees. The Nominating Committee shall actively consult with individual Council members, Technical Committee chairmen and the Executive Committee with regard to appropriate candidates. Ordinary Members shall at all times have the right to put candidates forward to the Nominating Committee. Based on these consultations and proposals, the Nominating Committee recommends candidates for the IUMI Executive Committee and for the IUMI President to the Council for election.
- 14.4 The Nominating Committee shall recommend an auditing company to the Council for appointment.

#### Article 15 Technical Committees

- 15.1 The Executive Committee forms Technical Committees to deal with areas of interest to the marine insurance industry as defined in article 2. To this end, the Executive Committee may, in compliance with Art. 12.7 and its Rules of Procedure, enact, amend and rescind Terms of Reference which will be binding on Members in order to ensure the functioning of the Technical Committees. The Terms of Reference shall include terms regarding the composition of the Technical Committees, the responsibilities and expectations, the membership and all matters regarding their structure and mode of operation.
- 15.2 The Technical Committees shall work in accordance with the relevant and agreed current terms of reference as outlined in the Terms of Reference for Technical Committees. Amendments to the Terms of Reference for Technical Committees are made by decision of the IUMI Executive Committee.



## VI. Final Provisions

### Article 16 Policy Statement

IUMI recognizes the importance of complying with all legal insurance requirements, competition and antitrust laws, sanctions or any other laws which may be applicable to the activities of IUMI members. These laws generally prohibit agreements and conduct, such as price fixing, boycotts and division of markets, which adversely affect competition or restrain members from acting independently in pursuit of their own business goals. It is the policy of the IUMI Membership to honor and comply with such laws in all respects.

### Article 17 Dissolution of IUMI

IUMI may be dissolved only by a Council Meeting called in accordance with article 11.5. The dissolution of IUMI must figure on the agenda.

The Executive Committee may choose to put a dissolving resolution to a postal ballot rather than a Council Meeting, giving six weeks' notice in either case. The quorum and majority requirements as stated in article 11.6.3 shall also apply to postal ballots.

The Council Meeting that decides that the Association is to be dissolved shall also decide how the dissolution shall be effected within the framework of the mandatory statutory provisions.

### Article 18 Jurisdiction

Any disputes arising from these Articles of Association have to be brought to the ordinary courts of Hamburg / Germany.

### Article 19 Language

The official language of IUMI is English. However the official language of these Articles of the Association is German. The English version is a free and non-committal translation. In case of disputes regarding the interpretation of the Articles of Association the German language will prevail.

### Article 20 Amendments to the Articles of Association

Amendments to the Articles of Association can only be made by Council decision.

The amendments to the Articles of Association must be included on the agenda at least 30 days prior to a Council Meeting.

Hamburg, October 2018



## Rules of Procedure of Executive Committee Meetings Conduct of Executive Committee Meetings

(According to Art. 12.2 IUMI AoA)

Decision process for Executive Committee (hereinafter called “EC”) decisions

The Executive Committee shall meet regularly upon being convened by the President to consider current matters that fall within its remit. The EC shall discuss matters at meetings, unless the President finds that the matter may be submitted in text form or considered satisfactorily in another manner. The President shall ensure that the Executive Committee members are able, as far as possible, to take part in joint consideration of matters that are considered without a meeting being held. The Executive Committee members may jointly or individually demand that a matter be considered at an Executive Committee meeting.

The Executive Committee members may not, however, make a decision unless all the Executive Committee members have, as far as possible, been given the opportunity to take part in the Executive Committee’s proceedings.

The Executive Committee shall keep minutes of its proceedings. The minutes shall at a minimum state the time and place of the meeting, the participants, method of procedure and the decisions made by the Executive Committee. The minutes shall show that the proceedings satisfy the quorum requirements, and that as far as possible all the Executive Committee members were given an opportunity to participate. If a decision of the Executive Committee is not unanimous, which members voted in favour of or against the decision shall be stated in the minutes. An Executive Committee member who does not agree with a decision may require that his opinion be recorded in the minutes.

The minutes shall be signed by the President.

## Terms of Reference for Technical Committees

(According to Art. 15 IUMI AoA)

IUMI forms Technical Committees (hereinafter called “TCs”) in accordance with article 15 of the IUMI Articles of Association. According to article 15.2 the TCs shall work in accordance with their agreed terms of reference which are as follows:

### 1. Responsibilities

The TCs shall be responsible for:

- 1.1 Identifying and monitoring any subject or issue of interest to a defined relevant sector of the global marine insurance industry,
- 1.2 Discussions on the subjects or issues identified,
- 1.3 Identifying action which should be taken to support and protect the interests of the IUMI membership,
- 1.4 Informing and advising the appropriate IUMI bodies on subjects and issues relevant to the sector,
- 1.5 Proposing workshops for the annual conference and be prepared to organize a work-shop at the annual conference,
- 1.6 Promoting education and raising awareness of relevant issues within the sector through the organization of appropriate presentations in this workshop.

The IUMI Facts & Figures Committee shall in addition be responsible for compiling and presenting relevant global marine insurance statistics and fact sheets.

### 2. Composition of the TCs

- 2.1 The TCs consist of an appropriate number of competent individuals. Each TC is composed of representatives from three or more Ordinary Members. The membership to a TC is open to persons from Ordinary Members according to Art 5, Affiliates according to Art 8 and IPPs according to Art 9.
- 2.2 Each TC chairperson agrees with the IUMI Executive Committee (hereinafter “EC”) on a defined, limited and clearly stated number of members. The maximum number of members depends on the tasks and the range of functions of the specific TC.
- 2.3 It is aspired that all markets with commercial relevance for the tasks or business of the specific TC shall be presented in the TC with at least one Ordinary Member representative. The TC shall have an appropriate mixture of local markets on a regional / geographic basis.



Ordinary Members / Affiliates / IPPs are not entitled to automatically reoccupy a seat after the withdrawal of one of their representatives.

When determining the composition of individual TCs, the dominance of one market should be avoided.

### 3. Members

#### 3.1 Candidates for the respective TC are nominated

- a. By the relevant member association or
- b. By a council member (Art. 11 sect. 1 in connection with Art 5 sect. 4) with the consent of the TC chairperson or
- c. Directly by the TC chairperson.

Each candidate nominated as above has to be supported by the respective Ordinary Member.

The TC chairperson may nominate other representatives from the IUMI Affiliates or from the IUMI Professional Partners. These nominations are not subject to the support of an Ordinary Member.

Nominations are made to the IUMI Secretary General in text form including the CV of the candidate.

#### 3.2 Only candidates with the relevant technical knowledge and experience enabling them to contribute to the work of the respective TC are accepted. Candidates from Ordinary Members according to article 5 have to work for a direct- or re-insurance company. This direct- or re-insurance company must be a member of the respective Ordinary IUMI Member. The TC chairperson is responsible for this and assures himself about the skills of a candidate. Each individual can only be member of one TC at the same time.

#### 3.3 New TC members are annually elected by the Council. The IUMI Secretary General sends out voting requests to all council members via e-mail. The voting procedures shall be carried out via electronic means. The timetable of how the process operates is as follows:

- a. IUMI Annual Conference (Mid-September): TC vacancies identified (arising from retirement / expiry of term of office). These to be confirmed to Conference by the relevant TC Chairperson during relevant Workshop report and / or by the SG during the relevant Council Meeting. The IUMI Secretary General calls for nominations in writing after the conference and sets out an appropriate time-limit for submitting nominations. Nominations are only accepted by using the “Standard Nomination Form” and when made prior to the deadline for nominations.
- b. When nominations close, the TC chairpersons review the suitability of the candidates for their committee and report to the Secretary General. The TC



chairpersons make unbinding recommendations for their TC to the Council for the election of the new TC members taking into account the number of free seats in the respective TC, the number and skills of the respective candidates and the criteria as set out in lit. 2.3 and lit. 3.2 of these Terms of Reference for TCs.

- c. The Secretary General introduces all candidates to the Council Members and calls for voting.
- d. November / December: Electronic elections by the council members. In case there are more candidates for election than vacancies in the respective TCs, the candidates with the highest number of votes are elected. Each member may vote for as many candidates as there are free seats in the respective TC. The voting of individual council members is not published, only the aggregated voting results of the new elected members are published by the Secretary General. For this vote no quorum of Ordinary Members is required.
- e. The election to the relevant committee takes effect immediately.

3.4 An eventual re-appointment of existing TC members are made by the TC chairpersons. When deciding on the re-appointments the TC chairperson shall take into account the fulfilment of the expectations as stated below in article 4.1, 4.3 and 4.4 of these Terms of Reference. The re-appointment must be supported by the relevant member association. The decision concerning re-appointments is taken by the TC chairperson prior to his/her announcement according to article 3.3 a. of these Terms of Reference.

#### 4. Expectations

- 4.1 Members of the TCs shall give priority to participation at meetings, and otherwise take part in e-mail discussions on specific ad-hoc issues as they occur.
- 4.2 In case of non-attendance to a meeting an excuse in text form and a sufficient explanation shall be given to the TC chairperson in advance. In particular an explanation is not sufficient which is stating that the employer didn't permit the business trip, that the travel expenses are too high or that the loss of time for the meeting is inadequate. The TC chairperson may dismiss a member of the TC with written notice if that member fails to attend two consecutive meetings without excuse and sufficient explanation.
- 4.3 Each individual member is also expected to actively contribute by taking on specific tasks and follow-up responsibilities.
- 4.4 Sufficient knowledge and experience of the business lines treated by the respective TC is required.
- 4.5 Each individual member joining the TC shall be prepared to serve as committee chairperson or vice chair.



4.6 A commitment of the employer of the candidate stating the acceptance that the employee spends part of his/her working capacity for the TC's purposes is required. This has to be confirmed by the candidate in text form on the standard nomination form.

## 5. Tenure of Membership

5.1 The tenure of the TC members is limited to a period of 3 years starting retroactively after election from the end of the conference where the vacancy in the TC was announced by the respective TC chairperson (article 3.3.a of these Terms of Reference) and ends with the end of the respective conference three years later.

5.2 The tenure of a TC member ends immediately,

- When a TC member retires,
- When a TC member cancels or loses his / her employment and doesn't start working for a new employer who is member of an Ordinary Member of IUMI within short-term,
- When the IUMI membership of the respective Ordinary Member ends.

In this case the seat in the TC stays vacant until the next election period for TC members. Article 5.2 applies accordingly for IPP and Affiliate members in the TCs.

5.3 At expiry of the 3 year period, at the discretion of the respective TC chairperson and subject to support from the relevant member association, the membership may be extended or adjourned according to article 3.4 of these Terms of Reference. If extended, the TC chairperson will decide whether the extension is limited to a certain period or for another full period of 3 years.

5.4 The TC chairperson has the duty to inform the Secretary General of all terminations and extensions of TC memberships as they occur.

## 6. TC Chairpersons

6.1 One member of the TC will act as its chairperson. Ordinary period of chairmanship shall be three (3) years. At the end of the three (3) year period the chairperson can be eligible for re-election of the post.

6.2 If the TC chairperson plans to step down before the period of election has expired, she / he shall inform the TC members and the SG in text form in an appropriate time scale to allow a suitable replacement to be identified. If necessary, the vice chair of the TC will act as chairperson of the respective TC as long as required until the next TC chairperson is elected.

6.3 Potential candidates for election are nominated by the TC members in consultation with the EC. Then the TC chairperson is elected in text form by the



TC members in their next TC meeting by a simple majority of the TC members present.

- 6.4 The elected TC chairperson appoints a vice chair for the period of his / her election.
- 6.5 One secretary of an IUMI member association shall be appointed by the TC chairperson as secretary to each TC.

## 7. Observers

- 7.1 A representative from the EC shall be appointed to each TC to act as an observer. She / he will report about the committee's work to the EC.
- 7.2 Members of the IUMI Nominating Committee are allowed to attend the TC meetings at any time in order to ascertain future candidates to the EC.
- 7.3 Each TC has an ambassador from the Policy Forum who reports together with the TC chairperson to the Policy Forum about any policy issues arising in the work of the respective TC.

## 8. Mode of Operation

The TCs shall meet at least twice annually in connection with the IUMI Spring Meeting (in March) and the IUMI annual conference (in September). In addition the TCs will establish electronic communication and conference calls in order to share views on the relevant topics.

The TC chairpersons report to the EC.

## 9. Changes / Amendments

Changes or amendments to these Terms of Reference are made by decision of the IUMI Executive Committee as stated in article 15.2.