



COMITÉ INTERNATIONAL RADIO-MARITIME (CIRM)

RULES

VERSION 29 APRIL 2021

1 INTRODUCTION

- 1.1 These Rules are for the Members of CIRM and are applicable to all Members, irrespective of membership category.
- 1.2 These Rules are supplemental to the Articles of Association (the 'Articles') of CIRM.
- 1.3 All Members should read these Rules and ensure they fully understand them. Any questions should be directed to a representative of the Secretary-General's office.
- 1.4 All definitions in these Rules have the same meaning as those in the Articles, unless expressed otherwise.
- 1.5 Members will note that Article 4 "Objects" sets out the not-for-profit purposes of CIRM, and Articles 6 "Application of income and property" and 9 "Surplus assets on winding-up or dissolution" explain that the CIRM's income and assets will be applied only in pursuit of those purposes.

2 MEMBERS

- 2.1 There are two primary classes of CIRM membership, Full and Associate Membership, as further described below. However, the Board may create other classes of membership at any time.

2.2 Full Membership

- 2.2.1 Full Membership is open to any private organisation or company being a corporation which:
 - (a) has a separate legal personality according to its national laws and statutes;
 - (b) is not subject to government control; and
 - (c) trades in the commercial maritime industry by way of design, manufacturing, supply, installation, or operates or provides service for electronic devices and associated software applications used for navigation, communications, safety or security for ships at sea.
- 2.2.2 Only Full Members have the right to vote at AGMs and other general meetings of CIRM.
- 2.2.3 Full Members have the right to receive information, advice and documentation issued by CIRM and also have the right to receive the results of any technical tests, trials and working group meetings which may from be attended and/or funded by CIRM.

- 2.2.4 Where possible, Full Members have the right to attend as observers at any of the international organisations where CIRM is accredited.

2.3 Associate Membership

- 2.3.1 Associate Membership is open to any organisation or company being a corporation which does not qualify for Full Membership but which:
- (a) has a separate legal personality according to its national laws and statutes;
 - (b) may be subject to government control; and
 - (c) supports the aims of CIRM, has an interest in marine electronics and is prepared to play an active role in CIRM's work.
- 2.3.2 Associate Members have the right to attend the AGM and any other general meeting of CIRM but do not have the right to vote at any meetings.
- 2.3.3 Associate Members have the right to receive information, advice and documentation issued by CIRM and also have the right to receive the results of any technical tests, trials and working group Meetings which may be attended and/or funded by CIRM.
- 2.3.4 Where possible, Associate Members have the right to attend as observers at any of the international organisations where CIRM is accredited.

2.4 Application for Membership

- 2.4.1 Application forms will be provided in such format as the Board requires. The format and contents of any application form may change from time to time.
- 2.4.2 Applications will be considered by the Secretary General in the first instance. The Secretary General will recommend suitable applicants to the Board who shall then vote on whether to admit an applicant as a Member.
- 2.4.3 The Board may decline to grant membership for any reason and is not required to disclose its reasons for doing so. The Board's decision is final and there shall be no appeals process.
- 2.4.4 The Board reserves the right to impose additional conditions on applicants for membership, to be determined on a case by case basis.
- 2.4.5 Prior to being approved as a new Full Member, applicants will not be able to exercise any right to vote.

2.5 Transferring Membership

- 2.5.1 Should a Member go into receivership, administrative receivership, administration, liquidation or other arrangement for the winding up of a company, subject to the Board's approval, membership may pass to the receiver, administrator or administrative receiver (as appropriate), who may then (subject to the further approval of the Board) transfer such membership rights by signing an instrument of transfer in a form approved by the Board.

- 2.5.2 Should a Member change their company name or be taken over, or merge with another company, then their membership may pass to the new company, subject to the Board's approval.
- 2.5.3 Any Member company undergoing a change that may affect their membership status must inform the Secretary-General within a reasonable time frame, and in any event, within three calendar months of the triggering event for the potential change.
- 2.5.4 All transfers of membership shall be subject to the applicant meeting the relevant criteria for Full or Associate Membership and to the Board's approval.
- 2.5.5 The Board may decline to grant a transfer of membership for any reason and is not required to disclose its reasons for doing so. The Board's decision is final and there shall be no appeals process.

2.6 Change of Class of Membership

- 2.6.1 All applications for change in class of membership shall be made to the Secretary-General and the Member shall give notice to the Secretary-General at least six months before the end of the Financial Year, namely by the last working day of June.
- 2.6.2 Having confirmed that the requirements for the new class of membership are satisfied in accordance with the Full or Association Membership criteria set out above, the Secretary-General shall present the request to the Board.
- 2.6.3 The Board shall vote on an application for a change of membership and if approved, such change shall come into effect immediately. If the change of membership is declined by the Board then the Members' original class of membership shall remain in force.
- 2.6.4 The Board decision is final and there shall be no appeals process.

3 MEMBERSHIP FEES

3.1 General

- 3.1.1 Each Member shall pay an annual membership fee ('Annual Membership Fee').
- 3.1.2 The amount of the Annual Membership Fee payable by each Member shall be calculated by reference to the number of Units allocated to that Member by the Secretary-General from time to time.

3.2 Units

- 3.2.1 Units shall be allocated to Members based on the size of the organisation.
- 3.2.2 The amount payable in respect of each Unit in the following Financial Year shall be considered as part of the budget for the following year, to be approved by the Full Members at an AGM on the proposal of the Board.

3.2.3 All fees shall be paid without delay and in any event within 30 days of the date of the invoice issued by CIRM.

3.2.4 No Member is entitled to attend or vote at the AGM or any general meeting unless the Annual Membership Fee for the current Financial Year has been paid.

3.3 Full Members

3.3.1 The number of Units to be allocated to Full Members shall, unless the Secretary-General and Board resolve otherwise, be as follows.

(a) Companies with fewer than 10 employees - 2 Units (Full Member classified as a "Smaller Company" pertaining to Board positions/elections).

(b) Companies with 10 or more but fewer than 50 employees - 4 Units (Full Member classified as a "Smaller Company" pertaining to Board positions/elections).

(c) Companies with 50 or more employees - 6 Units.

(d) Companies with more than 50 employees whose representatives are Directors - 2 additional Units.

3.3.2 Subsidiary companies or divisions of a parent company holding Full Membership shall be eligible to hold Full Membership for an additional 2 Units per company regardless of the number of employees in that Subsidiary.

3.4 Associate Members

3.4.1 The number of Units to be allocated to Associate Members shall, unless the Secretariat and Board resolve otherwise, be as follows.

(a) Companies with fewer than 10 employees - 1 Unit.

(b) Companies with 10 or more but fewer than 50 employees - 3 Units.

(c) Companies with 50 or more employees - 5 Units.

3.5 PAYMENT TERMS

3.6 Members will receive invoices for annual membership fees. These must be settled within 30 days of receipt, or by other payment terms which may be agreed on a case by case basis at the sole discretion of CIRM.

3.7 Members are required to have paid their annual membership fees in full (or in line with any other agreed payment terms, further to paragraph 3.6, above) before being in a position to exercise their vote in relation to any business of CIRM.

3.8 Members are required to pay conference fees within 30 days of receipt of the CIRM invoice for these, or if for any case an invoice is received with fewer than 30 days before conference, then fees must be settled in advance of attendance.

4 MEETINGS

- 4.1 Records of meetings will be available to all Members in the Member's area.

5 BOARD OF DIRECTORS: COMPOSITION AND APPOINTMENT

5.1 Composition

- 5.1.1 The Board shall have between six and fifteen Directors, to include the President and Vice-Presidents.
- 5.1.2 Every Director must be a representative of a Full Member.
- 5.1.3 If possible, there should be two representatives from Smaller Companies on the Board at all times. Smaller Companies is as defined at paragraphs 3.3.1(a) and (b) above.
- 5.1.4 If there are no representatives of two Smaller Companies prepared to stand for election to the Board, then these Board positions may be made available to other Full Members on an interim basis but shall be offered back to Smaller Companies when the position on the Board becomes vacant.
- 5.1.5 As vacancies arise, if there are not already two representatives of Smaller Companies on the Board, priority must be given to Smaller Companies to nominate their representatives.
- 5.1.6 For the avoidance of doubt, whilst two positions on the Board are set aside for representatives from Smaller Companies, this does not prevent Smaller Companies applying for all Board positions over and above those two reserved positions.
- 5.1.7 There can be only one Director from each Group of companies, as further described in the Articles.

5.2 Eligibility

- 5.2.1 To be eligible to nominate a representative as a Director a Full Member must have paid the current year's Annual Membership Fee.
- 5.2.2 A nominated representative should usually be the chief executive officer of a Full Member or a person appointed by the chief executive officer of a Full Member. This person is also usually the Member's Authorised Representative, as described in the Articles.
- 5.2.3 A nominated representative must be a permanent employee of a Full Member.
- 5.2.4 A Full Member wishing to nominate a representative who does not satisfy the conditions of this paragraph 5.2 must seek prior approval in writing from the Board.

5.3 Appointment of Directors

- 5.3.1 Subject to the eligibility criteria set out above, any Full Member has the right to nominate a representative for a vacancy on the Board.
- 5.3.2 Any nominations should be made in writing to the Secretary-General at least one month before an AGM in order to allow the names to be advertised to the Full Members and for voting papers (if necessary) to be prepared.
- 5.3.3 Voting on any resolution to elect Directors shall be held by secret ballot, and shall be conducted as follows.
- (a) If there is one or more vacancy on the Board for Smaller Companies then the election for these Board positions shall be conducted before the election for other Board positions.
 - (b) If after conducting the election for Smaller Companies, or if there are no vacancies for Smaller Companies and there are still open Board positions, then the vote for the remaining Board positions shall take place.
 - (c) If there is only one position on the Board, and if a candidate achieves a simple majority of the vote, then that candidate is elected.
 - (d) In the event that no candidate who is standing for a single position on the Board achieves a simple majority of a vote, then the candidate with the highest percentage of the vote shall be elected to the Board.
 - (e) In the case of multiple vacancies, the candidates with the highest percentages of the vote, when compared to the other candidates, shall fill the available vacancies.
- 5.3.4 No nominee shall be elected to the Board unless they achieve at least 10 votes. If the minimum number of votes is not achieved then that Board position shall remain unfilled, unless this would result in the Board consisting of less than six persons (being the Board's required minimum size). If this would be the case then there shall be a further election at the same meeting.
- 5.3.5 If there is an exact draw for the only or final Board position, then the decision shall be made by the drawing of lots.
- 5.3.6 Votes for Directors shall be held by poll either through ballot papers provided by the Secretary-General at a AGM in person, or through electronic voting if the vote is held remotely by video-conferencing or similar.
- 5.3.7 If there is a vote held in person, then there shall be three people allocated to count the votes who will be drawn from the Full Members, the Secretary-General's Office and Board respectively.

5.4 President

- 5.4.1 A President shall be proposed by one of the Directors and seconded by another Director at a Board Meeting.
- 5.4.2 The Director nominated as President shall be elected by a simple majority at an AGM for a period of three years. However, if that Director does not receive a simple majority from the Full Members then they shall not be appointed and the Board will propose an alternative Director as President at the same meeting. This process will be followed until a new President is elected.
- 5.4.3 Any President may serve two successive terms as President up to a maximum of six years.
- 5.4.4 A President who has served the maximum number of terms may stand again for President only after not less than three years has elapsed from the end of their previous term as President.
- 5.4.5 In the event that the President would be obliged to retire as a Director during their concurrent term as President, then they shall not be obliged to retire as Director until their term as President is due to expire.

5.5 Vice-Presidents

- 5.5.1 There shall be a maximum of two Vice-Presidents at any one time.
- 5.5.2 A Vice-President shall be proposed by one of the Directors and seconded by another Director at a Board Meeting.
- 5.5.3 The Director nominated as Vice-President shall be elected by a simple majority at an AGM for a period of three years. However, if that Director does not receive a simple majority from the Full Members then they shall not be appointed and the Board will propose an alternative Director as Vice-President at the same meeting. This process will be followed until a new Vice-President is elected.
- 5.5.4 Any Vice-President may serve two successive terms as Vice-President up to a maximum of six years.
- 5.5.5 A Vice-President who has served the maximum number of terms may stand again for Vice-President only after not less than three years has elapsed from the end of their previous term as Vice-President.

As approved by the Board of CIRM on 29 April 2021