



# Rules of the Nominating Committee

Status as of 3 June 2024

## I. Membership

1. Before the conclusion of an Annual General Meeting (AGM), the AGM shall elect a Nominating Committee to make recommendations to the following AGM for elections of members to fill vacancies on the Board of Governors.
2. The Nominating Committee shall be composed of 11 members:
  - (i) the Board Chair at the time of the appointment of the Nominating Committee;
  - (ii) five additional members of the Board; and
  - (iii) five members not serving on the Board and holding one of the following positions, or similar, allowing for difference of nomenclature:
    - Chair of the Board;
    - President of the Company;
    - Chief Executive; or
    - Managing Director;either (i) in a Member or (ii) in a company that owns a majority of the voting shares in a Member airline and whose primary business is the management of one or more airlines.
3. With the exception of the Board Chair, the members of the Nominating Committee are appointed by the AGM on recommendation of the Director General. Appointments shall take into consideration:
  - (i) regional balance;
  - (ii) size of Member airlines;
  - (iii) a certain degree of rotation in the membership;
  - (iv) airline alliances, including non-alliance airlines;
  - (v) candidates from airlines that share a common ownership structure; and
  - (vi) gender diversity.
4. Members of the Nominating Committee shall serve for a term lasting from their election by the AGM at which they were elected until the election of a new Nominating Committee at the following AGM and, if not already Board members, shall themselves be ineligible for nomination to Board of Governors membership during that term. Membership shall terminate if the member ceases to be a representative of the Member which he or she represented at the time of his or her election or if the Member ceases to be a Member or its membership is suspended.



5. In the event of a vacancy in the membership of the Nominating Committee, the Board may appoint a successor to fill such vacancy for the unexpired term, taking into consideration the criteria specified in Paragraph 3. Except in exceptional circumstances, any such vacancies will be filled by the Board via mail vote at least three weeks prior to the Nominating Committee meeting. The results of that mail vote will be communicated promptly to all Members.

## II. Meetings

1. The Nominating Committee shall meet prior to the AGM to make recommendations to the AGM for elections of members to fill vacancies on the Board.
2. The Nominating Committee shall meet in person, except if the AGM held immediately after the Board meeting is conducted electronically.
3. Seven members of the Committee shall constitute a quorum and any action taken by the Nominating Committee shall require the affirmative votes of at least seven members. Voting by proxy shall not be permitted.
4. The Board Chair at the time of the appointment of the Nominating Committee shall serve as its Chair. In the Board Chair's absence, or in the event that the Board Chair is himself or herself a nominee for election to the Board, the Nominating Committee shall elect a Chair from amongst its members.
5. The Corporate Secretary of IATA shall act as Secretary of the Nominating Committee.
6. The Director General shall attend meetings of the Nominating Committee.

## III. Consideration of Nominations

1. At a date subsequent to 1<sup>st</sup> of January of the year following the appointment of the Nominating Committee, Members shall be asked to nominate eligible candidates for membership of the Board from their own airline or from the company that owns a majority of the voting shares in that Member airline and whose primary business is the management of the airline(s). When nominating such candidates, Members shall furnish such information as is necessary to allow the Nominating Committee to consider the candidate's nomination in accordance with the general principles set out below and, in the form required by the Corporate Secretary. These nominations shall also be notified to the Board for information purposes in advance of the meeting of the Nominating Committee.
2. In considering the nominations for membership of the Board, the Nominating Committee shall pay due regard to the following general principles:
  - (i) The individual's expected contribution to the functioning of the Board and his or her particular knowledge of and experience in the air transport industry.
  - (ii) Allowing for differences of nomenclature in the various airlines, the individual shall hold any one of the following positions:
    - Chair of the Board;
    - President of the Company;
    - Chief Executive; or
    - Managing Director;either (1) in a Member airline or (2) in a company that owns a majority of the voting shares in a Member airline not suspended and whose primary business is the management of one or more airlines.
  - (iii) The Member's good standing and contribution to IATA.



(iv) The need for adequate geographical representation on the Board in accordance with the Allocation Formula agreed by the Board and membership representation, and the balance between:

- continuity and some degree of rotation in the membership of the Board;
- airline alliances, including non-alliance airlines;
- size of Member airlines;
- airlines that share a common ownership structure; and
- gender diversity.

3. A list of candidates recommended by the Nominating Committee for membership of the Board shall be made available to Members as soon as practicable after the Nominating Committee has met and shall be submitted to Members on the first day of the AGM.

#### **IV. Final Clauses**

1. These Rules may be amended by a majority of Members registered and voting at a General Meeting, provided that the proposed amendment has properly come before the General Meeting. Any such amendment shall only take effect at the close of the General Meeting at which the amendment is decided, unless otherwise specifically decided by the General Meeting.
2. All definitions contained in the Articles of Association shall apply to these Rules.