



## STATUTES

***As amended and voted by the General Assembly of the Association of Average Adjusters (AMD) held at Oslo, Norway on the 17th September 2022:***

### **Article 1 – The Objectives of the Association**

The Objectives of the Association are:

- to promote the profession of average adjusting,
- to ensure that the principles of good professional conduct and sound practice are maintained by its Members,
- to encourage uniformity of practice amongst average adjusters,
- to promote the improvement and unification of the law with regard to General Average and Marine Insurance,
- to facilitate the study of the laws, rules, usages and customs of General Average and Marine Insurance and the diffusion of knowledge on these matters.

The Association seeks to pursue these objectives through exchanges of views and of documentation, through study of professional topics, through working groups and forum discussions, through the promotion of regular personal contacts between its members, and through close liaison, consultation and cooperation with national and international associations relevant to the above objectives.

Members shall endeavour to fully adhere to the objects of the Association although it is understood that specific aspects may require a member to abide by a country's specific laws and practice.

All practicing members of the Association shall conform to the highest standards of professional conduct.

## **Article 2 – Seat of the Association**

The seat of the Association is in Belgium but may be moved elsewhere if the Association so decides.

## **Article 3 – Categories of Membership**

The Association comprises the following categories of membership:

- (a) Regular Members
- (b) Honorary Members
- (c) Retired Members
- (d) Correspondent Members.

## **Article 4 – Regular Members**

- (1) Any person who practises as an average adjuster is eligible for Regular Membership of the Association subject to fulfilling the conditions set out in (2) below.
- (2) The applicant shall submit a written application to be admitted as a Regular Member to the President of the Association which shall include the following:
  - (a) Confirmation of full or regular practising membership of a recognised national association of average adjusters. If the applicant is not a full or regular practising member of any such existing national association in the country in which they practice, they will not be eligible for membership of this Association. A national association's written confirmation of the applicant's continuing membership shall be accepted as proof of membership of that association.

Or

- (b) If the applicant is practising in a country where there is no national association of average adjusters, the applicant must obtain the approval from a simple majority of the average adjusters practising in that country and who are already Regular Members of the Association. Should there be no Regular Members in that country, the applicants shall submit evidence of their practice as an average adjuster which shall be considered by the Association's Management Commission.

Or

- (c) If the applicant is practising in a country where legal provisions or regulations govern the profession, the applicant must submit proof of the officially required professional qualifications.
- (3) Applications shall be considered by the Management Commission and may be approved by it on a simple majority vote.
- (4) Where the application is not in conformity with the criteria set for Regular Membership, the Management Commission may, at its discretion, elect the applicant to the appropriate category of membership. Such election shall be the subject of a simple majority vote.
- (5) The President of the Association may require votes by the Management Commission to be conducted by secret ballot.
- (6) The Management Commission will report to the General Assembly on the admission of applicants for Regular Membership.

#### **Article 5 – Honorary Members**

- (1) The President of the Association may, with the agreement of the Management Commission, recommend to the General Assembly that Honorary Membership be conferred by upon any person who has performed services of particular merit to the Association. Such person may be elected by the General Assembly on a simple majority vote.
- (2) Honorary Members have the right to attend the General Assemblies and may join working groups, but their right to vote is limited to the working groups.

#### **Article 6 – Retired Members**

- (1) A Regular Member who ceases to be a practising average adjuster by reason of retirement may, on application to the Management Commission, be admitted as a Retired Member
- (2) Retired Members have the right to attend the General Assemblies and may join working groups, but their right to vote is limited to the working groups.

## **Article 7 - Correspondents**

- (1) Any person or organization with a genuine interest in the work of the Association may apply to become a Correspondent. Such application must be accompanied by an introduction from a Regular, Honorary or Retired Member.
- (2) Applications shall be considered by the Management Commission and may be approved on a simple majority vote.
- (3) The Management Commission will report to the General Assembly on the admission of applicants for correspondent Membership.
- (4) Correspondents are entitled to attend the meetings of the General Assembly, may express their views and may be co-opted onto working groups by the Chairs of such working groups in which they are entitled to vote, but they are not entitled to vote in the General Assembly. Where the correspondent is an organization no more than one representative may attend any General Assembly.
- (5) Correspondents are entitled to receive the Association's publications and materials on the same footing as all other members.

## **Article 8 – Termination of Membership**

- (1) Membership of the Association whether as Regular, Honorary, Retired or Correspondent Member, is of unlimited duration, subject to the following sub-sections of this Article and to Article 9.
- (2) Any Member may resign, without giving reasons for doing so, by sending a written notification to the President of the Association.
- (3) Resignation of a Regular Member from such national association of average adjusters as formed a qualifying condition for membership of this Association in terms of Article 4 (2) (a) above, or the loss of the officially required professional qualifications by a Regular Member practising in a country where legal provisions or regulations ordered by the competent authorities govern the practising of the profession in terms of Article 4 (2) (c), results in automatic resignation as a member of the Association. Regular members resigning from a national association of average adjusters may however by application be admitted as Retired Members or as Correspondents.
- (4) Regular Members who cease to be active as practising average adjusters must resign such membership from the Association, but may, if they so wish, apply to be admitted as Retired Members or as Correspondents.

- (5) Failure by a Member of any category to pay the membership fee for two consecutive years will result in automatic termination of their membership.

#### **Article 9 – Dismissal of Members**

- (1) Allegations against Members of conduct prejudicial to the objects of the Association, or prejudicial to any other interests of the Association will be investigated by the Management Commission. As part of this investigation, the Management Commission must write to the Members concerned inviting them to comment on any allegations made against them either in writing or by appearance before the Management Commission.
- (2) Any vote relating to the dismissal of a Member must be carried by a two thirds majority of the Management Commission.

#### **Article 10 – Officers of the Association**

- (1) The President is entrusted with the general management and promotion of the Association. For these purposes, the President has the widest possible powers but is accountable to the General Assembly.
- (2) The Vice-President assists the President and represents the President during the President's absence.
- (3) The Treasurer is responsible for the financial affairs of the Association, draws up a financial statement and budget for consideration by each General Assembly at which he shall also recommend the amount at which annual fees should be set for the various categories of membership for the ensuing two-year period. Although the Treasurer may seek assistance for or delegate the performance of duties, the Treasurer remains accountable to the General Assembly.
- (4) In the event of temporary or permanent incapacity of the President, or of the Vice-President, or of the Treasurer, their duties shall be temporarily assumed until the next General Assembly by the Vice-President, the Treasurer, or other person elected by the Management Commission from among its members.
- (5) The President, Vice-President and Treasurer are elected by the General Assembly for a two-year period.
- (6) The President and the Vice-President are eligible for re-election in the same capacity on only one occasion. The President is not immediately eligible for re-election as Vice-President.
- (7) The Treasurer is always eligible for re-election.

- (8) The President, Vice President, Treasurer and Management Commission are assisted by an elected Secretary. The Secretary need not be a member of the Association, but if the Secretary is a member, then the Secretary should not hold any other position.
- (9) The officers of the Association, other than the Secretary, shall not be entitled to any recompense for the time and trouble in carrying out their duties. All fees payable to the Secretary shall be agreed in advance by the Management Commission.

#### **Article 11 – The Management Commission**

- (1) The Management Commission shall manage the general affairs of the Association and have all powers which have not been expressly vested by these Statutes in the General Assembly.
- (2) The Management Commission shall meet annually in person or by other means or more frequently as required by the President.
- (3) The Management Commission shall consist of:
  - (a) the President
  - (b) the Vice-President
  - (c) the Treasurer
  - (d) the Secretary, but with no voting right if not a Regular Member
  - (e) the two immediately prior presidents
  - (f) four other Regular Members practising at the time of their election in countries not represented in (3) (a) to (d) above elected for four years by the General Assembly on the recommendation of the Management Commission. Members of the Management Commission may not be eligible for re-election until four years after expiry of their term of office.
- (4) Five members of the Management Commission attending in any manner shall constitute a quorum. Members absent from the place of meeting may vote on any matter coming before that meeting by written, electronic or oral communication to the officer presiding.
- (5) The President is Chair of the Management Commission and shall have a casting vote, but the President may delegate this task from time to time to another member of the Management Commission.

## **Article 12– The General Assembly**

- (1) The General Assembly is formed by all Members as defined by Articles 4 to 7. Its decisions bind the entire membership.
- (2) A meeting of the General Assembly shall be held at least once every two years on such dates and at such venues as are determined by the Management Commission. The Management Commission may decide that the General Assembly is held as a virtual meeting.
- (3) The presence at the General Assembly of fifteen members entitled to vote shall constitute a quorum.
- (4) Proposals or topics for discussion may be submitted by any Member as defined by Articles 4 to 7, provided that the Member gives notice of each such proposal to the Secretary or the President at least one month before the date of the meeting of the General Assembly. However, when the proposal concerns a matter of substantial interest or is a pressing one, the General Assembly may decide to ignore the said time limit and include it on its current agenda.
- (5) All Members as defined in Articles 4 to 7 have the right to participate in the proceedings although the right to vote is limited as provided by Article 15.

## **Article 13– International Subcommittees and Working Groups**

- (1) The work of the Association may be entrusted to International Sub-Committees or to Working Groups. The appointment of such a Sub-Committee or Working Group and its Chair may be made by the General Assembly, the Management Commission, or the President.
- (2) The President of the Association and the Chairs of the International Sub-Committees or Working Groups each have the authority to co-opt additional Members.

#### **Article 14– Modification of the Statutes**

- (1) The General Assembly alone may modify the Statutes or dissolve the Association. Proposals for such modification or dissolution must be made by the Management Commission or a minimum of five Regular Members of different nationalities. Such proposals must be notified to the Secretary or the President no later than two months before the General Assembly meeting, at which it will be voted upon, and all Members shall receive copy of such proposals for their consideration no later than two weeks before the General Assembly.
- (2) Modification of the Statutes must be agreed by at least two thirds of the Members present or represented at a General Assembly.

#### **Article 15– Voting**

- (1) Only Regular Members are entitled to vote.
- (2) A simple majority of votes will be sufficient in all cases except where otherwise expressly stated in these Statutes.
- (3) Any Member entitled to vote at a meeting of the Management Commission, or the General Assembly may act as proxy for any other member not present but who would be entitled to vote at any such meeting.
- (4) Any Member present at a meeting may not hold more than two proxies.
- (5) A signed proxy form must be submitted to the Chair of a meeting prior to the vote to which it applies, or so much earlier in that meeting as may be indicated by the Chair.

#### **Article 16– Dissolution of the Association**

If the Association is dissolved, the assets will be transferred to the Belgian Red Cross.

#### **Article 17- Official Languages**

The official languages of the Association are French and English.

Any Member may submit a written communication in a language other than French or English, provided it is accompanied by a translation in one of the official languages.

In the interpretation of these statutes the English version shall prevail.

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