

RULES OF THE NOMINATING COMMITTEE

1. Before the conclusion of an 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. Such Nominating Committee shall be composed of ten (10) appointees; five (5) from the current membership of the Board and five (5) from outside the Board. In addition, the Board Chair at the time of the appointment of the Nominating Committee shall be ex officio a member of the Committee, shall be entitled to vote and 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.

3. 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. 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. Except in exceptional circumstances, any such vacancies will be filled by the Board via mail vote at least three (3) weeks prior to the Nominating Committee meeting. The results of that mail vote will be communicated promptly to all Members.

4. At a date subsequent to 1st 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 in Section 7 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.

5. These nominations shall be reviewed by the Nominating Committee at a meeting convened by the Corporate Secretary, in consultation with the Board Chair and the Director General. The Director General shall attend such meeting.

6. Seven (7) 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 (7) members. Voting by proxy shall not be permitted.

7. 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 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 and the balance between:

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

8. 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.

9. The Corporate Secretary of IATA shall act as Secretary of the Nominating Committee.

10. 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.

11. All definitions contained in the Articles of Association shall apply to these Rules.