



## BASIC AGREEMENT

【The third amendment: Effective 1st, April, 2008】

### Article I - Preamble

#### **A. Official Title:**

This organization is called the “International Association of Maritime Universities” (hereinafter abbreviated as “IAMU”).

#### **B. Shared Recognitions:**

1. All members of IAMU share the understanding:
  - a) That globalization has been progressing rapidly in the international shipping arena;
  - b) That Safety and Environmental Protection are critical issues for the maritime sector; and
  - c) That passing on maritime skills and knowledge to the following generations needs to be achieved on a global scale.
2. All members of IAMU recognize the significance of maritime education and training and note that:
  - a) The shipping industry is a service industry, in which human resources are the critical element;
  - b) It is only feasible to secure, and to preserve highly qualified human resources in the maritime industries through effective education and training; and
  - c) Effective education and training in the maritime sector derives from:
    - i) scientific and academic rigor;
    - ii) development of a clear link between practical skills and management techniques; and
    - iii) a focus on quality.
3. Based on these shared understandings, it has been mutually agreed:
  - a) That members shall cooperate with each other in a range of scientific and academic studies, developments, and practical applications associated with Maritime Education and Training;

- b) That members shall endeavor to achieve measurable and worthwhile outcomes for Maritime Education and Training through IAMU activities;
- c) That members shall publicize the results of their activities as extensively as possible both within and outside IAMU, and shall endeavor to accumulate scientific results for the benefit of the international maritime community; and
- d) That the members shall thereby contribute to the enhancement of Maritime Safety and Environmental Protection.

**C. “Non-Profit” Principle:**

Members shall commit themselves to the Objectives and Goals of IAMU on a ‘Not-for-Profit’ basis.

**Article II – Objectives**

The Vision of IAMU is to use the network of member institutions to work collaboratively to achieve the following Objectives:

- A. To provide opportunities for critical issues and developments in Maritime Education and Training to be discussed and resolved in academic and practical ways;
- B. To contribute to the development of effective management systems to ensure safe operations in all sectors of the maritime industry; and
- C. To develop an appropriate and recognized system for passing on maritime skills and knowledge to the following generations on a global basis.
- D. To disseminate to all parties having interest in maritime related matters, the results of the research and scholarly articles produced by IAMU members.

**Article III – The Goals**

The goals of IAMU are to use a scientific and practical approach to:

- A. Develop a comprehensive Maritime Education System for following generations;
- B. Establish an effective Maritime Safety Management System for the international maritime community; and
- C. Prepare and develop standardized Undergraduate Curricula and an International Certification System for Competency.

#### **Article IV – IAMU Activities**

- A. To seek the participation of as many qualified maritime universities/academies/faculties as possible;
- B. To maintain regular and ongoing communication and exchange between members;
- C. To pursue measurable and worthwhile outcomes on specific subjects primarily through Integrated Working Group(s) and Project System;
- D. To publish periodicals and summaries of activities; and
- E. To hold a General Assembly annually.
- F. An activity and fiscal year of IAMU is from 1<sup>st</sup> April to 31<sup>st</sup> March.

#### **Article V – Members**

- A. Maritime universities/academies/faculties (hereinafter “universities”) offering four (4) year undergraduate courses, and post-graduate Masters and/or Ph.D. courses in the fields of Maritime Education and Training (MET), and maritime transport are qualified to be members. All applications for membership to IAMU shall be assessed and decided upon by the International Executive Board.
- B. On a case-by-case basis, the International Executive Board can admit to membership a maritime related sector teaching institution without post-graduate courses which can reasonably be judged as academically competent and suitable to participate in IAMU activities, based on Articles I, II, and III of this Basic Agreement.
- C. Special membership: A party who is not a maritime institution qualified for membership to IAMU as per the preceding items A and B in this Article, and whose contribution to IAMU is considered as extremely valuable, may be admitted by the International Executive Board as a Special Member. The Nippon Foundation is hereby recognized as being extremely valuable to IAMU, and is therefore appointed as a special member. A special member cannot be the Chair.
- D. Regions – where regions are referred to in these by-laws they shall be as follows:
  - 1. Asia-Pacific: All countries in Asia, Pacific and Oceania.
  - 2. European Union (EU): All countries currently in the EU. A country which joins the EU will be put in this region on the day its EU membership takes effect.
  - 3. Americas: All countries in North, Central and South America.
  - 4. Africa/Central Europe (excluding EU members)/Eastern Mediterranean/Middle

East/Turkey and Russia.

E. Termination of Membership - The membership of a member university of the Association:

1. Shall be subject to termination if and when the member is delinquent in the payment of their annual membership fee for two consecutive years.
2. May be terminated at any time for just cause;
3. Shall be terminated upon:
  - a) Voluntary resignation
  - b) Change of a university's program whereby the university no longer meets the minimum standards or criteria for membership.
4. All termination decisions will be by vote of the International Executive Board.

F. Representation :

1. The President/Rector/Principal/Vice Chancellor or Dean of Maritime Faculty if designated by the institution (hereinafter "President") is the official representative of each member university.
2. If the president is unable to attend a Board/Committee meeting or the IAMU General Assembly, then he/she may designate a senior level staff member from his/her university to officially represent the university. Such notification must be in writing and must include the full name and title of the proxy representative. The proxy will have full authority to vote on behalf of the member university.
3. If the President is a member of the International Executive Board (IEB), attendance by a proxy to an IEB meeting may normally be permitted only once during his/her term of two (2) years. Authorization must be in writing as defined in item 2 above.

#### **Article VI –Organization and Management**

IAMU is to have an Honorary Chair, a Chair, an International Executive Board, Standing Committees, a Secretariat, an Annual General Assembly, and Honorary Fellows.

##### **A. Honorary Chair:**

The Chairman of The Nippon Foundation shall be the Honorary Chair of IAMU.

##### **B. Chair:**

1. The Chair shall be a member of the International Executive Board, and shall be nominated for a two (2) year term by members of the International Executive Board and ratified by the Annual General Assembly.
2. Chair shall preside over the Annual General Assembly, the International Executive Board, the Policy Committee, and the Nomination Committee.
3. The Chair shall be responsible for the overall management of IAMU and for carrying out the decisions made by the International Executive Board and/or general membership as determined at the Annual General Assembly.

**C. International Executive Board:**

1. The International Executive Board is the primary decision making body of this organization, except for matters under the purview of the Annual General Assembly.
2. The members of the International Executive Board must be the Presidents of the member institutions. In the event that the President can not attend the International Executive Board meeting, he or she may deputize a person to represent him/her at the meeting according to Article V, Clause F-3. regarding proxy policies for representation on the International Executive Board.

A member of the International Executive Board must be willing to assume the position of Head of the following International Executive Board Standing Committees:

- a) Nominating Committee
- b) Policy Committee
- c) Academic Program Review Committee (APRC)
- d) IMO Liaison Committee
- e) Finance Committee

3. Responsibilities:

- a) To formulate and recommend policy
- b) To execute approved policy
- c) To approve the annual budget
- d) To oversee IAMU operations and activities
- e) To select the host institution of the Annual General Assembly
- f) To review and approve IAMU membership
- g) To select the heads of the standing committees
- h) To evaluate and approve the slate of new International Executive Board members and to notify all the members in writing of the approved slate for their consideration and approval at the annual general assembly at least three (3) weeks prior to the Annual General Assembly.
- i) Any other matters of strategy and policy, including external relations

4. The International Executive Board (IEB) shall consist of the following members:

- a) Chair
- b) A representative of the Nippon Foundation
- c) A representative from Region I
- d) A representative from Region II
- e) A representative from Region III
- f) A representative from Region IV
- g) Four members at large selected by the Nominating committee and approved by the International Executive Board.
- h) Two ex officio representatives: Ex officio members shall be the Presidents of the universities that will host the next two Annual General Assemblies.
- i) Secretary: Secretary is not entitled to vote.

5. The Representative from each Region:

- a) Each region I-IV will nominate a representative respectively.
- b) The three criteria below shall be applied to ensure the fair and reasonable nomination:
  - i) Express willingness to serve:  
An express assurance of the participation by the President of each member institution is the basic criterion of this item.
  - ii) Contribution:  
The past record for contribution to IAMU activities is a basic criterion for International Executive Board membership. For example, contributions to the IAMU Journal, presented papers at Annual General Assembly meetings, IAMU working group activities, or a history of attendance at or participation in other IAMU activities.
  - iii) Academic rigor:  
The academic rigor of the candidate members for nomination shall be considered.
- c) Procedure and the timing of Nomination:
  - i) Each of the four (4) geographic regions listed in Article V, Clause D shall nominate a representative to the International Executive Board;
  - ii) The nomination of regional representatives shall be organized by the incumbent members of International Executive Board of each region;
  - iii) A Regional representative shall be nominated no later than three (3) months prior to the next Annual General Assembly every two years.

6. Length of Term

International Executive Board members' terms shall be two (2) years in duration. International Executive Board members are eligible for nomination to one (1) subsequent term.

7. Decisions:

Quorum shall be “50% plus one (1)” of the International Executive Board members, either in person or by proxy.

Decisions will be made by a two-thirds (2/3) majority of those present.

Ex officio representatives of IAMU are entitled to vote.

Those International Executive Board members who have a direct interest on issues to be decided by voting (e.g. Personnel matters, Project proposals from its own institution) shall not vote. The quorum and a two-thirds (2/3) majority should be modified accordingly.

8. The International Executive Board shall report their decisions and disseminate minutes to all members of IAMU.

**D. The Standing Committees of the International Executive Board:**

Each standing committee is comprised of a Head of the committee, and totals no more than six (6) members. The term for the Heads of Standing Committees and their members is two (2) years. Heads of Standing Committees are eligible for re-nomination.

While the Heads of the Academic Program Review Committee, IMO Liaison Committee, and Finance Committee must come from the membership of the International Executive Board, other members of these Standing Committees, including Deputy Heads, may be staff members of IAMU member universities. Those staff members, however, should be endorsed in writing to be such member by the Presidents of their respective member institution.

1. Policy Committee:

The Chair shall be the Head of the Policy Committee.

The Policy Committee is responsible for:

- a) The Policy Committee advises the International Executive Board on specific and general policy matters.
- b) The Head of the Policy Committee as well as individual members of that Committee shall be members of the International Executive Board, and be selected by the Nominating Committee.

2. The Nominating Committee:

- a) The Nominating Committee shall consist of the five (5) members. Those are: the Chair serving as the Head, a representative from the Nippon Foundation, four (4) members selected by the International Executive Board.

- b) The function of this Committee is to nominate the candidates for the International Executive Board from at large representatives, to nominate the Heads of the various Standing Committees, and nominate International Executive Board members to the Policy Committee.
- c) Timing of Nomination: The Head of the Nominating Committee shall present the slate of nominees to the International Executive Board at least two (2) months prior to the Annual General Assembly.

3. Academic Program Review Committee (APRC):

a) The Academic Program Review Committee is responsible for:

i) The contents and quality of:

- (1) The IAMU News
- (2) The IAMU Journal
- (3) Annual General Assembly papers and presentations
- (4) Integrated Working groups activities

ii) The management of the Project System including

- (1) Call for proposals
- (2) Project selection
- (3) Evaluation of progress
- (4) Assessment of final results
- (5) Presentation of final project reports

b) The Head of the Academic Program Review Committee shall select from suitably qualified members of IAMU:

i) Deputy Heads for

- (1) Publications
- (2) Projects
- (3) Integrated Working groups activities

ii) Other Academic Program Review Committee members as needed from the membership for:

- (1) Paper reviewers
- (2) Evaluation of project proposals
- (3) Participation in Integrated Working groups activities

iii) The Head of the Local Executive Committee of the Annual General Assembly shall be a member of the Academic Program Review Committee, and provide local supervision of the Annual General Assembly paper selection.

c) The Integrated Working groups (IWG) carries out selected IAMU research activities within and among the following three (3) areas in an integrated manner:

i) Maritime Education and Training System:

- (1) To ensure that individual seafarers contribute to safety and environmental protection.
- (2) To improve the methods and the contents of Maritime Education and Training programs offered at IAMU member institutions.

ii) Maritime Safety Management System:

- (1) To promote the establishment of the safety management system both at sea and ashore.
- (2) To develop education and training programs for maritime safety management.

iii) Promoting Global Maritime Excellence:

- (1) To develop an international Maritime Education System, which can be used by all IAMU member institutions.
- (2) To promote the introduction of a standardized international certification system for seafaring officers, and safety managers.

d) Project System:

The purpose of the Project System is to encourage the active participation of all levels of academic and research staff of IAMU member institutions in specific activities that meet the Objectives and Goals of IAMU.

Under the Project System, IAMU members may present project proposals that deliver measurable and worthwhile outcomes. International cooperation between IAMU members is encouraged. This call will be for proposals for research topics of special interests to IAMU.

In the second quarter of each year, the Head of the Academic Program Review Committee will issue a call for proposals. The deadline for applications will be in September of each year. In advance of the Annual General Assembly, a panel of appropriate subject matter experts will be invited to review the applications and make a recommendation to the International Executive Board as to which of the proposed projects should be funded. The International Executive Board shall consider and decide on the successful proposals at its meeting during the Annual General Assembly.

Successful awardees may be requested to present an interim status report or final results of funded projects at an Annual General Assembly according to the relevant rules and regulations of IAMU.

e) The secretary's office will cooperate with and assist the Academic Program Review Committee on practical matters such as printing, distribution, coordinating communications with the membership, etc.

#### 4. IMO Liaison Committee:

The IMO Liaison Committee is responsible for:

- a) Representing IAMU at IMO and transmitting IAMU input to IMO as approved by the International Executive Board.
- b) Ongoing monitoring of IMO business agenda and documentation, and subsequent reporting to the International Executive Board.
- c) Liaising with IMO Secretariat and the NGO's accredited at IMO.

#### 5. Finance Committee:

The Finance Committee is responsible for:

- a) Providing general oversight over the formulation and implementation of the annual budget of IAMU.
- b) The Head of the Finance Committee as well as individual members of that Committee shall be members of the International Executive Board and be selected by the Nominating Committee.

#### **E. The Secretary:**

1. Secretary is the Chief administrative officer of IAMU.
2. Reporting to the Chair, he is responsible for the followings:
  - a) Administration and coordination of the International Executive Board, and the overall activities of IAMU.
  - b) Maintaining regular contact and liaison with the Nippon Foundation,
  - c) Managing the financial affairs of IAMU, including the formulation and implementation of the annual budget, and maintenance of the various financial records.
  - d) Handling publicity related matters
  - e) Preparing an annual report, and annual plan to present to the International Executive Board at the Annual General Assembly.
  - f) Managing the IAMU Website, and
  - g) Causing to be written and reported the minutes of all official meetings of IAMU committees, International Executive Board and Annual Assemblies, and all other matters not directly covered by or assigned to the specific IAMU offices and committees, and other various administrative matters of IAMU.
3. The Secretary's Office is located at Ocean Policy Research Foundation (OPRF) in Tokyo, Japan. The Secretary is seconded to IAMU by Ocean Policy Research Foundation (OPRF), Japan.

## **F. Annual General Assembly:**

There shall be an Annual General Assembly. The International Executive Board decides the hosting member institutions, venues and times for the next two (2) years.

The hosting member shall organize a Local Executive Committee as the responsible body for organizing the Annual General Assembly. The President of the hosting institution shall be the Chair of the Local Executive Committee.

1. The main purpose of the Annual General Assembly is:
  - a) To review the activities of IAMU,
  - b) To approve policy and programs proposed by the International Executive Board,
  - c) To develop and foster good relations and collaboration, and to allow exchange of information related to MET and other matters within the scope of IAMU.
2. Members attending the Annual General Assembly shall have the right to propose agenda items for discussion at the on-going Annual General Assembly, or at the International Executive Board, with the support of a simple majority of the members present.
3. The member university's rector, president or their officially designated proxy has the authority to cast one vote on issues presented for vote at Annual General Assemblies.
4. Meetings of the regional representatives of the International Executive Board will take place at each of the Annual General Assemblies in order to discuss issues and concerns specific to each region. The minutes of such meetings should be reported to the International Executive Board.
5. Annual Presidents' Forum:
  - a) The Local Executive Committee shall organize the Annual Presidents' Forum during the Annual General Assembly.
  - b) The Presidents should personally participate on regular basis in the Annual President's Forum during the official time of General Assemblies to review and assess the results of the actions carried out.
  - c) The President of the hosting university shall preside over this Forum.
  - d) This Forum shall be considered as a supplementary body of the International Executive Board to realize the furtherance of the latest developments in the world maritime community as well as the exchange, communication and collaboration among the members at the highest level.

## **G. Honorary Fellows:**

The distinction of Honorary Fellow may be awarded to distinguished persons from IAMU member institutions or from the international maritime community.

Nomination for an Honorary Fellow may be made by any IAMU member institution for consideration and approval by the International Executive Board.

## **Article VII - Finance and Accounting**

### **A. Basic Policy:**

1. In principle, it is expected that all members make 'in-kind' contributions of resources to IAMU activities.
2. The main purpose of financial support by the Nippon Foundation is to promote academic studies, development programs and practical activities worthy of IAMU which involve collaboration among the members and enhance exchanges among the members at all levels.

### **B. Annual Membership Fee:**

The Annual membership fee shall be established by the International Executive Board.

Members shall pay an annual membership fee. The Membership year runs from 1<sup>st</sup> April through 31<sup>st</sup> March.

The membership fee shall be paid in full regardless of the time of joining IAMU, except those who have joined in the last quarter of the fiscal year, in which case the membership fee for the remainder of the year will be waived.

Failure to pay the annual membership fee in a timely manner may result in a suspension of membership. Should a payment of annual membership fee be in arrears in two (2) consecutive years, a termination of membership of such non-paying member would be made according to the decision of the International Executive Board.

### **C. Other Contributions:**

1. The International Executive Board may invite governments, related organizations and industry to support IAMU activities financially and in other ways.
2. Individual members are encouraged to seek financial support for IAMU activities through sources in their own regions.
3. At the time of the Annual General Assembly, members shall pay an appropriate registration fee per delegate as determined by the Local Executive Committee organized by the hosting member.

## **Article VIII - Publications**

Publications of IAMU shall be issued at regular intervals for the purpose of publicizing the latest outcomes of IAMU activities among the members, as well as to third parties.

The IAMU News is designed to inform members of interesting and relevant activities of IAMU institutions. The IAMU Journal is designed to be the academic research publication of IAMU.

In addition, IAMU may create publications resulting from other activities of IAMU.

### **Article IX– International Recognition of IAMU**

Members are to promote IAMU, its Objectives, Goals and Outcomes as widely as possible to ensure that IAMU becomes recognized by the international maritime community as a reputable international association of leading maritime universities.

### **Article X - Language**

The working language of IAMU shall be English.

### **Article XI - Amendment**

Amendments to this agreement shall be proposed by the International Executive Board, for ratification by two-thirds affirmative votes of all the IAMU members voting, quorum being satisfied, at the Annual General Assembly.

Two (2) original copies of the Third Amended Basic Agreement have been signed by each member university and the Chair, and one (1) each set of the originals shall be kept by the respective member and by the Secretary's Office.

Chronological record of amendments is to be shown.