



## **CLASSIFICATION**

This document is classified as an IAAC Administrative Document.

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## **AVAILABILITY**

Copies of this document, in English and Spanish, are available at the IAAC Secretariat and in the IAAC website.

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## **PREAMBLE**

The Inter American Accreditation Cooperation, IAAC, is an association of accreditation bodies that accredit conformity assessment bodies whose objective is to facilitate commercial exchange among nations or bloc of nations in the Americas through a system of conformity assessment bodies. Other interested parties may also be IAAC members.

IAAC was created on November 22, 1996, in Montevideo, Uruguay, with the participation of forty-five delegates representing seventeen countries. In this meeting, ten full members and six associate members signed a Memorandum of Understanding (MoU), and the organizations expressed their commitment to work toward a Multilateral Recognition Arrangement (MLA). The text of the MOU has been updated since that time.

The Bylaws define the formal structure and rules of procedure to be followed so that the objectives of IAAC are fulfilled. They may be interpreted at any time in such a manner as to give precedence to the text of the MoU.

## **CHAPTER 1 MISSION**

**Article 1.1** The IAAC mission is:

- a) To facilitate commercial exchange among the nations or bloc of nations of the American Region(AR) through a system of conformity assessment bodies;
- b) To develop and maintain Multilateral Recognition Arrangement(MLA) among IAAC members; Achieve recognition as a Regional Cooperation by the IAF and ILAC
- c) To promote acceptance of accreditations granted by its accreditation member bodies, based on equivalence of operation of their accreditation system and their respective programs, within the international accreditation framework, and in cooperation with other regional groups of accreditation bodies, as well as to promote international acceptance of certificates and results issued by duly accredited conformity assessment organizations;



- d) Develop and administer a program for the transfer of experience and technical information, regional expert visits and similar activities identified to assist new or developing accreditation programs among current and potential IAAC members, and those countries of the American Region that request it.

## **CHAPTER 2 GOALS, DURATION AND HEADQUARTERS**

**Article 2.1** The IAAC goals are:

- a) To develop the IAAC Multilateral Recognition Arrangements;
- b) Facilitate collaboration, cooperation and mutual assistance among the members through seminars, meetings of experts and exchange of information and experiences;
- c) To assist current and potential IAAC members in matters related to the accreditation of certification/registration bodies, inspection bodies, testing and calibration laboratories.;
- d) Harmonize criteria for the operation of member accreditation bodies, based on the relevant ISO/IEC international standards and guidelines and IAF and ILAC guidelines documents.;
- e) Facilitate the exchange of information among IAAC member accreditation bodies and with IAF and ILAC members.;
- f) Promote cooperation in the training of evaluators and personnel of accreditation bodies in the region;
- g) Participate in regional and international meetings and conferences related to the accreditation activity;
- h) Promote the acceptance of certificates and reports issued by accredited conformity assessment bodies, through the Multilateral Recognition Agreements to be established;
- i) Encouraging and facilitating the adoption and implementation of standards, guidelines and documents prepared by relevant international organizations.;
- j) To encourage and support the development of accreditation bodies in the American Region;



- I) To seek financial and other support from regional and international organizations for the development of training and assessment programs in the areas of accreditation and conformity assessment for IAAC members.

**Article 2.2** IAAC has an indefinite duration.

**Article 2.3** IAAC is a Civil Association constituted under the terms of the Civil Code in force in Mexico City. IAAC is domiciled in Mexico City, without prejudice to the establishment of agencies, branches, delegations, offices, correspondents or representations in any place in Mexico or abroad, and without prejudice to the establishment of conventional domiciles in the contracts and agreements it may engage in.

## CHAPTER 3                      STRUCTURE

**Article 3.1** The organizational structure of IAAC includes a General Assembly, Chair, vice chair, an Executive Committee, a Secretariat, Treasurer and other committees as needed. The organizational structure of IAAC, including committees, is described in the IAAC Quality Manual, document AD 003.

## CHAPTER 4 MEMBERSHIP

**Article 4.1** IAAC has three membership categories:

- a) Full Members:

All third party accreditation bodies legally operating in the nations of the American region that declare and demonstrate, in accordance with the application procedure for new members, that they operate in accordance with ISO/IEC guidelines and standards



and relevant international documents, are eligible to become full members of IAAC.

b) Associate Members:

- Accreditation bodies established in the nations of the American region that do not yet operate in accordance with the guidelines and standards of ISO/IEC and international documents.
- The nations or bloc of nations of the American region that do not have an established accreditation body.
- Other international, regional and national organizations that are interested in conformity assessment and are not included in the next paragraph (*subsection c.*).

c) Stakeholder Members:

- Certification/registration bodies, inspection bodies, testing and calibration laboratories that are accredited or in the process of being accredited by IAAC full members or associate.
- Business entities.
- Other users of conformity assessment services in the region.

**Article 4.2** Full members have the following rights:

- a) To designate representatives to the General Assembly;
- b) To participate in the voting to elect the IAAC Chair, Vice Chair and Treasurer, as well as chairs and vice chairs of committees and subcommittees;
- c) To have their representatives be elected by the General Assembly as IAAC Chair, Vice Chair and Treasurer, as well as chair and Vice Chair Vice Chair of committees and subcommittees;
- d) To participate in General Assembly meetings, where they shall have voice and vote and where they may present proposals;



- e) To designate representatives and participate in activities of committees and subcommittees with voice and vote according to their Terms of Reference;
- f) To have access to IAAC documents.

**Article 4.3** Associate members have the following rights:

- a) To designate representatives to the General Assembly;
- b) To participate in General Assembly meetings, where they shall have voice but no vote;
- c) To have their representatives be elected as chair and vice chair of a subcommittee of the IAAC Management Committee;
- d) To designate representatives and participate in the activities of the committees and subcommittees according to their Terms of Reference;
- e) To have access to IAAC general documents;
- f) To elect two representatives to participate in the Executive Committee for a term of two years with the right to be reelected for one consecutive term.

**Article 4.4** Stakeholder Members have the following rights:

- a) To designate representatives to the General Assembly;
- b) To participate in General Assembly meetings, where they shall have the right to speak and may exercise their vote in accordance with the following: the majority decision adopted in private by the interested parties and communicated to the General Assembly shall represent only twenty percent of the total decision to be adopted by the General Assembly in each case, the remaining eighty percent being left freely to the full members;
- c) To designate representative and participate in the activities of the committees and subcommittees according to their Terms of Reference;



- d) To have access to IAAC general documents;
- e) To elect two representatives to participate in the Executive Committee for a term of two years with the right to be reelected for one consecutive term. These two representatives shall participate in the meetings of the Executive Committee, where they shall have the right to speak and may exercise their vote in accordance with the following: the decision unanimously adopted by the aforementioned two representatives in private and communicated to the Executive Committee shall represent only sixteen point six percent of the total decision to be adopted by the Executive Committee in each case, and the remaining eighty-three point four percent shall be left freely to the remaining members of the Executive Committee
- f) To establish committees that represent the interests of those accredited by IAAC members and the interests of the users of conformity assessment services, with prior approval by the General Assembly of their Terms of Reference and Work Program.

**Article 4.5** Full Members have the following obligations:

- a) To sign the IAAC Memorandum of Understanding (MoU);
- b) To contribute to the mission and goals of IAAC;
- c) To comply with these Bylaws and other applicable obligations;
- d) To participate actively in the technical work of IAAC with an obligation to vote on all technical and non-technical questions formally submitted for ballot;
- e) To comply with and apply the General Assembly resolutions;
- f) To complete actions geared toward signing and maintaining the IAAC MLA;



- g) To invite the representatives of national accredited conformity assessment bodies or in process of accreditation to participate in IAAC, as appropriate;
- h) To pay the fees established by the IAAC General Assembly in a timely manner.
- i) To vote in due time and form on the decisions submitted to the consideration of the Assembly

**Article 4.6** Associate Members and Stakeholders Members have the following obligations:

- a) To sign the IAAC Memorandum of Understanding (MoU)
- b) To contribute to the mission and goals of IAAC;
- c) To comply with these Bylaws and with other applicable obligations;
- d) To pay the fees established by the IAAC General Assembly in a timely manner.
- e) Actively participate in the technical work of IAAC.
- f) To comply with and implement the resolutions of the General Assembly.
- g) To invite representatives of national conformity assessment bodies accredited or in the process of accreditation to participate in IAAC as appropriate.
- h) For the stakeholders, to vote in due time and form the decisions submitted to the consideration of the Assembly, according to the rules that have been defined.





**Article 4.7** The admission of new members requires a written application, addressed to the IAAC Secretariat. Following the applicable procedure, the Executive Committee will issue a recommendation to the IAAC General Assembly, who shall decide regarding the acceptance of new members. This will be done by vote, either during the General Assembly or by electronic voting or the means defined by the Executive Committee for that purpose, with a deadline of one month to send in the votes.

**Article 4.8** Termination or suspension of membership in IAAC

4.8.1 Membership in IAAC may be terminated:

- a) By a member's own decision.
- b) By decision of the IAAC General Assembly, due to non-fulfillment of a member's obligations, upon approval by two thirds of the votes.;
- c) By decision of the IAAC General Assembly, because the member's conduct is considered contrary to the mission and goals of IAAC, upon approval by two thirds of the votes.

4.8.2 Membership in IAAC may be suspended:

- a) For failure to comply with the obligation to vote (Article 4.5) on at least 2/3<sup>rd</sup> of the ballots in a calendar year.
- b) Before suspension, the member will be on probation for 3 months and members will only be suspended for 3 months when they do not vote during the probationary period.
- c) Failure to meet the continuing obligation to vote during the probation period will result in 3-month suspension from IAAC membership.
- d) During the probationary or suspension period, the vote shall be recorded as "Abstention". The Executive Committee shall make decisions regarding the probationary period and suspension.
- e) Probations and suspensions will be made public in the IAAC website.



**Article 4.9** If the decision of the IAAC General Assembly concerning membership does not satisfy the member, it has the right to an appeal according to the corresponding appeals procedure.

## **CHAPTER 5 GENERAL ASSEMBLY**

**Article 5.1** The General Assembly is the highest authority of IAAC. It is comprised of the representatives of each full, associate and stakeholder members, as well as other related bodies invited by the President

**Article 5.2** The General Assembly has the following powers:

- a) Elect the Chair and Vice Chair from the full members;
- b) Elect the Treasurer from among the full members;
- c) Approve and amend these Bylaws and the MoU;
- d) Define and approve the policies and strategic plan of IAAC;
- e) Amend the structure of IAAC, and to create and dissolve committees and subcommittees;
- f) Approve the terms of reference and work plans of the committees and subcommittees;
- g) Elect the Chair and Vice Chair of the committees and subcommittees;
- h) Review and approve the reports of the IAAC Chair and committees;
- i) Approve the admission of new members with two thirds of the votes
- j) Cancel or suspend the membership of a full, associate or stakeholder member, as described in Article 4.8.;
- k) Approve the fees, financial statements, and annual budget of IAAC.
- l) To make decisions and vote on documents between meetings.
- m) Any other functions granted by law or that are necessary for the achievement of the IAAC's corporate purpose.



**Article 5.3** The General Assembly:

- a) Shall meet normally once a year;
- b) Shall meet extraordinarily, in the event of exceptional circumstances, as requested by the IAAC Chair or by a request of two thirds of the votes of full members it will not be necessary to call a meeting when all the members of the General Assembly are present at the meeting, or when those absent have been notified of the meeting and the matters to be discussed, and they have duly expressed their agreement with the resolutions adopted by the attendees and, consequently, have undertaken to abide by them;
- c) It must have a quorum to meet. It is achieved when two thirds of the members with voting rights are present, in person or by proxy;
- d) Shall adopt resolutions by consensus; if consensus is not achieved, the resolutions will be adopted by an affirmative vote of two thirds of the members; The resolutions of the General Assembly may be adopted out of session, when they are unanimously approved by all the members of the General Assembly and are documented in accordance with the mechanisms provided for in these bylaws
- e) May take decisions and ballot documents between meetings as provided in Article 11.5 of these Bylaws.

**Article 5.4** Members are entitled to vote, they can vote a single time, whether in person or by proxy.

**Article 5.5** Ballots voting by proxy will not be accepted on any new issues submitted during the General Assembly meeting.

## **CHAPTER 6 IAAC CHAIR, VICE CHAIR AND TREASURER**

**Article 6.1** It is the responsibility of the Chair to:

- a) Chair the General Assembly and Executive Committee;



- b) Coordinate the implementation of all actions approved by the General Assembly;
- c) Sign agreements approved by the General Assembly;
- d) Invite persons or organizations on his/her own initiative or suggested by the General Assembly, Executive Committee, or other committee to attend and observe all or part of General Assembly or an Executive Committee meeting;
- e) In consultation with Full and Associate Members and stakeholders, to decide the date and place of meetings of the General Assembly;
- f) Represent IAAC at national, regional, and international organizations of interest.

**Article 6.2** It is the responsibility of the Vice Chair to:

- a) Permanently assist the Chair in fulfilling his/her duties;
- b) Substitute for the Chair in his/her absence or impediment;
- c) Collaborate with the Chair in representing IAAC issues to other organizations.

**Article 6.3** It is the responsibility of the Treasurer to:

- a) Prepare IAAC financial status report for approval by the General Assembly;
- b) Propose to the General Assembly the budget for the following year as well as present to the General Assembly prior year(s) financial statements;
- c) Propose to the General Assembly a different membership fee structure, when deemed necessary;
- d) To work and collaborate with the external accountant
- e) Manage the financial audits, as necessary;
- f) Propose actions for the best management of IAAC financial resources.



- g) Substitute the powers of the President in case of absence or impediment to fulfill the substitution by the Vice President

## **CHAPTER 7**

## **EXECUTIVE COMMITTEE**

**Article 7.1** The Executive Committee is constituted and operates according to the corresponding Terms of Reference approved by the General Assembly.

## **CHAPTER 8**

## **SECRETARIAT**

**Article 8.1** The Secretariat is composed of an Executive Secretary who is appointed by the Executive Committee on the recommendation of the Chair.

**Article 8.2** It is the responsibility of the IAAC Executive Secretary to:

- a) Prepare and distribute the agenda of the General Assembly;
- b) Send invitations and documents to be discussed at the General Assembly meeting;
- c) Organize the logistics of meetings of the General Assembly and the Management Committees, when these are held jointly;
- d) Assist the Chair at meetings;
- e) Distribute the resolutions of the General Assembly;
- f) Substitute the powers of the President in case of absence or impediment to comply with the substitution of powers described to the Chair, by the Vice Chair and the Treasurer;

**Article 8.3** The Technical Secretary reports directly to the IAAC Presidency with respect to contributions to the development of specialized technical management for the Inter-American Accreditation Cooperation, those given to the Technical Secretariat, as well as the management with its stakeholders, to foster the leadership, growth and strengthening of IAAC. The responsibilities of the Technical Secretary are related to the support



he/she will give to the IAAC General Assembly, committees and subcommittees, according to its terms of reference

## **CHAPTER 9 COMMITTEES AND SUBCOMMITTEES**

**Article 9.1** The committees and subcommittees shall be constituted by decision of the General Assembly, in accordance with Article 5.2, and will operate according to the Terms of Reference and Work Plans approved by the General Assembly.

## **CHAPTER 10 ELECTION OF OFFICERS**

**Article 10.1** Candidates to the positions of IAAC Chair, Vice Chair and Treasurer shall be notified to the IAAC Secretariat, at least three months before the election, as far as possible. Nominations may be made by full members only. Candidates shall provide an official letter of support from his/her organization.

**Article 10.2** The IAAC Chair and Vice Chair Treasurer and the chair and vice-chair of committees and subcommittees shall be elected for a two-year term and may be reelected for a second consecutive term

**Article 10.3** In the event that new elections are not held, they shall continue in office until the end of their term of office is agreed upon.

**Article 10.4** Voting may be by acclamation or by ballot. The candidates that obtain the most votes shall be immediately considered as elected.

**Article 10.5** All officers shall assume their responsibilities at the conclusion of the General Assembly meeting at which they are elected.



**Article 10.6** When the person serving as IAAC Chair or Chair of a committee or subcommittee cannot continue to serve in that capacity, he/she shall be replaced by the Vice Chair until the next General Assembly meeting during which a new Chair shall be elected.

**Article 10.7** When the person serving as IAAC Vice Chair or Treasurer, or as Vice Chair of a committee or subcommittee cannot continue to serve in that capacity, he/she shall be replaced by a person appointed by the Executive Committee until the next General Assembly meeting during which new officers shall be elected.

**Article 10.8** All representatives of IAAC bodies shall remain in office even after the established term of office has expired until a new representative is appointed.

## **CHAPTER 11                      GENERAL PROVISIONS**

**Article 11.1** All substantive decisions made during meetings of the different committees and subcommittees of IAAC shall be issued as resolutions.

**Article 11.2** The resolutions issued by the Executive Committee and other committees shall be endorsed by the General Assembly.

**Article 11.3** The General Assembly resolutions shall be in English, Spanish, Portuguese.

**Article 11.4** Any issues not covered by these Bylaws will be resolved by the Executive Committee, pending ratification by the General Assembly.

**Article 11.5** If there is a need for a decision or to submit a document for approval by the IAAC members between General Assembly meetings, the Secretariat will follow the corresponding procedure for voting out of session.



- Article 11.6** Any goods donated to IAAC for its technical activities shall remain in the custody of the Secretariat.
- Article 11.7** The decisions of the General Assembly referenced in Articles 11.2, 11.4, and 11.5 shall be voted on according to Articles 5.3 and 5.4 of these Bylaws.
- Article 11.8** The General Assembly, the Executive Committee, the other committees and the secretaries that support the committees may meet remotely through electronic means, as long as the attendees can see and hear each other simultaneously and participate during the development of the meeting. When it is desired to hold a meeting remotely through electronic means, the following must be done:
- Ensure the use of a technological platform that allows identification and confirmation of the attendance of each participant.
  - Allow participants to participate in order to cast and/or register their vote.
  - Make the call in the corresponding terms for each body through electronic mail.
  - It shall be understood that the meetings held remotely through electronic means are held at the domicile of the Association, regardless of the place or domicile where the attendees to the meeting are located.
  - Ensure that there is one or more persons to assist the participants with any technical problem, within the hour prior to the meeting and throughout its duration.

## CHAPTER 12

## DISSOLUTION OF IAAC

- Article 12.1** The General Assembly may determine the dissolution of IAAC only if it has been specifically convened for this purpose and if it is approved by an affirmative vote of two thirds of its full members.