

<b>International Forum on Business Ethical Conduct (IFBEC) CHARTER</b>	Policy #
	Page 1 of 7

Originator <b>IFBEC TASK FORCE</b>	Orig. date December 2011	Rev. # 2
Approved by : <b>IFBEC TASK FORCE</b>	Date approved	Release date
Revised by	Rev date: March 1, 2012	

## Chapter 1: Presentation of the organization

### Article I. Name

The name of the organization shall be the “International Forum on Business Ethical Conduct for the Aerospace and Defense Industry,” hereinafter referred to as “IFBEC.”

### Article II. Purpose and Policy

#### 1. Definition

- a. IFBEC is the international organization of aerospace and defense companies that maintains and develops the Global Principles of Business Ethics for the Aerospace and Defense Industry, hereinafter referred to as “Global Principles.”
- b. A qualified industry association, which can be regional or national, is an association:
  - (i) that can demonstrate it represents the broad majority of their national/regional industry in the aerospace/defense sector;
  - (ii) is committed to the advancement of ethical business conduct in the aerospace/defense industry; and
  - (iii) has endorsed the Global Principles and recommended they be adopted by the association’s member companies.
- c. A Company Statement is a document found on the IFBEC website:
  - (i) that describes a company’s ethics activities, and

<b>International Forum on Business Ethical Conduct (IFBEC) CHARTER</b>	Policy #
	Page 2 of 7

- (ii) whose latest version must be completed and signed by a company's CEO as part of the initial application for IFBEC membership and annually by a designated corporate ethics officer from that point onwards.

## 2. Purpose

- a. Promote and foster through the Global Principles the development of global, industry-wide ethical standards for companies that are active in the aerospace and defense business sector.
- b. Organize opportunities for industry and relevant stakeholders to exchange information and best practices concerning ethical business challenges, practices and opportunities worldwide.

## **Chapter 2: Composition of the organization**

### **Article III. IFBEC Membership**

#### 1. Eligibility

- a. Any company that is engaged in aerospace/defense business, is a member of a qualified industry association, has submitted an application for membership, and received approval by the Task Force is eligible to be a member of IFBEC and a member of the IFBEC Task Force.
- b. If a company is not a member of a qualified association, they may become a member by submitting an application for membership and receiving approval by the Task Force but will not be eligible to serve on the Task Force.

#### 2. Application for Membership

An application for IFBEC membership must be in writing, sent to the Executive Secretary of IFBEC, and include:

- a. A signed Company Statement
- b. A statement agreeing to be bound by the charter of IFBEC, and
- c. A commitment to pay an initial registration fee and a subsequent annual fee for membership.

<b>International Forum on Business Ethical Conduct (IFBEC) CHARTER</b>	Policy #
	Page 3 of 7

### 3. Election to Membership

- a. An application for Membership must be formally approved by the IFBEC Task Force.
- b. An application shall be rejected if
  - (i) the applicant has not met the requirements of Article III 1. or 2. above, or
  - (ii) despite meeting the requirements, the applicant in the IFBEC Task Force's reasoned opinion has not demonstrated commitment to the purpose of IFBEC as defined in Article II 2 a. above.

### 4. Termination of Membership

- a. A member of IFBEC may terminate its membership through written notification to the Executive Secretary.
- b. An IFBEC membership may be terminated through a Task Force decision, should the member in question, in the Task Force's reasoned opinion, fail to meet member commitments. Before termination, the company shall be offered an opportunity to comment on the action contemplated by the Task Force and propose remedial action. The Task Force shall take the company's statement into consideration before taking action to terminate membership.

### 5. Listing of Members

- a. The IFBEC Executive Secretary shall maintain and publicize a list of current IFBEC corporate members and qualified associations on [www.ifbec.info](http://www.ifbec.info).

### 6. Obligations and responsibilities of IFBEC Members

- a. Each member shall promote the IFBEC initiative and the Global Principles.

## **Chapter 3: Organization and Performance**

### **Article IV. IFBEC Task Force**

#### 1. Roles and Responsibilities

- a. The Task Force is the governing authority of IFBEC.

<b>International Forum on Business Ethical Conduct (IFBEC) CHARTER</b>	Policy #
	Page 4 of 7

- b. The Task Force may appoint sub-committees which shall report to the Task Force.
- c. The Task Force shall approve all applications for IFBEC membership
- d. The Task Force shall bring forward at the IFBEC meeting proposed amendments and/or revision of the Global Principles and IFBEC charter, and the IFBEC meeting agenda.

2. Composition

- a. The Task Force shall consist of a maximum twenty-one voting members of the IFBEC. AIA and ASD as founding associations shall serve as non-voting members.
- b. Every two years AIA and ASD shall each nominate up to seven representatives from their respective industry associations to sit in the Task Force.
- c. Up to an additional seven members shall be appointed by the designated AIA and ASD Task Force members from a pool of eligible candidates nominated from among all other IFBEC members.

3. Convening, Decision Making, and Voting

- a. The Task Force shall convene on an “as required basis” but at least twice per year.
- b. To have a quorum, more than half of the Task Force members shall participate or make provisions for vote by proxy.
- c. The Task Force shall obtain consensus from the Task Force members in bringing forward at the IFBEC meeting proposed amendments and/or revision to the Global Principles and IFBEC charter, and the development of the annual meeting agenda.
- d. Issues on election to or termination of membership shall be determined by a two thirds majority of Task Force members.
- e. In all other cases and where consensus cannot be reached, IFBEC may communicate its position as both the majority and minority positions without attribution.

**Article V. IFBEC Officers**

1. Chairman of the Task Force

<b>International Forum on Business Ethical Conduct (IFBEC) CHARTER</b>	Policy #
	Page 5 of 7

- a. The Chairman shall be elected by the Task Force from the Task Force members appointed by AIA or ASD.
- b. The term of the office shall be one year with an option to be appointed for a second year.
- c. As a general principle, the position shall alternate between AIA and ASD member company representatives.
- d. The Chairman shall preside at Task Force meetings and be the primary spokesperson for IFBEC.

### 2. Vice Chairman of the Task Force

- a. The Vice Chairman shall be elected by the Task Force from the members appointed by AIA or ASD.
- b. The term of the office shall be one year with an option for a second year.
- c. As a general principle, the position shall alternate between AIA and ASD member company representatives.
- d. In the absence of the Chairman, the Vice-Chairman is authorized to act on his/her behalf.

### 3. Executive Secretary

- a. The Executive Secretary shall be selected by the Task Force.
- b. The Executive Secretary shall report to the Chairman and Vice Chairman, and serve at the discretion of the Task Force.
- c. The duties of the Executive Secretary include, but are not limited to:
  - (i) serving as focal point for the administration of all IFBEC activities;
  - (ii) giving of notice of all meetings to members;
  - (iii) taking minutes of meetings and actions;
  - (iv) collecting fees;

<b>International Forum on Business Ethical Conduct (IFBEC) CHARTER</b>	Policy #
	Page 6 of 7

- (v) keeping records of all IFBEC documentation;
- (vi) liaising with designated AIA and ASD points of contact to obtain a reasonable level of administrative support at no cost from both associations.

**Article VI. IFBEC Meetings**

1. Purpose

- a. There shall be at a minimum one meeting of the IFBEC annually, providing for discussion and for the evaluation of challenges and opportunities to advance the purpose of the IFBEC.
- b. Potential revisions to the Global Principles and IFBEC charter shall be presented, discussed, and/or voted upon as needed at the annual IFBEC meeting at the direction of the IFBEC Task Force. Approval of these revisions will be based on at least a 2/3 vote of those IFBEC members present in person or voting by proxy..
- c. Nominations for Task Force membership by IFBEC members shall be submitted during the IFBEC meeting to the Executive Secretary.

2. Attendance

- a. IFBEC members and those companies having applied for or considering membership in the IFBEC are expected to attend.
- b. Other companies and stakeholders shall be invited to attend as considered appropriate and determined by the Task Force.

<b>Chapter 4: Funds of the organization</b>
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**Article VII. Financing of IFBEC**

1. Fees

- a. IFBEC members shall pay an initial registration fee and an annual fee to be decided by the Task Force each year.

<b>International Forum on Business Ethical Conduct (IFBEC) CHARTER</b>	Policy #
	Page 7 of 7

- b. These funds will provide an annual operating budget to be approved by the Task Force.
- c. The Task Force shall prepare and present an annual financial report at the IFBEC meeting.
- d. IFBEC events are expected to be self-financed.

<b>Chapter 5: Practical details</b>
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**Article VIII. Communication on behalf of IFBEC**

All correspondence, positions and other documents to or with other associations or international organizations and authorities for and on behalf of IFBEC must be signed by the Chairman, or by the Executive Secretary as authorized by the Chairman.

**Article IX. Official Language**

The language to be used by and within IFBEC is English.

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**ATTACHMENT A: IFBEC TASK FORCE REPRESENTATIVES**  
*Updated February 2012*

TF MEMBER STATUS	ORGANISATIONS	IFBEC TASK FORCE REPRESENTATIVES			Company Statement signed	Confirmation to pay fees
		CORPORATE REPRESENTATIVE	DEPUTY	OBSERVER		
<i>Confirmed</i>	BAE Systems plc. (UK)	Deborah Allen	Mark Serfozo		x	x
<i>Confirmed</i>	BAE Systems Inc. (US)	Charles D. Chadwick	NONE		x	x
<i>Confirmed</i>	EADS	Pedro Montoya			x	x
<i>Confirmed</i>	L-3 Communications	Kathy Press	Vincent o'Connor		x	x
<i>Confirmed</i>	Lockheed Martin Corp.	Alice Eldridge	Leo MacKay Blair Marks		x	x
<i>Confirmed</i>	Meggitt Plc	Barney Rosenberg	NONE		x	x
<i>Confirmed</i>	Northrop Grumman	Sandra Evers-Manly	Courtney Wallize		x	x
<i>Confirmed</i>	Raytheon Company	Patricia Ellis	Timothy Schultz		x	x
<i>Confirmed</i>	Rolls Royce	Paul Hyman	Brigid Briggs		x	x
<i>Confirmed</i>	Saab	Petter Tornquist	Bengt Hagersten		x	x
<i>Confirmed</i>	Safran	Corinne Lagache	Yves Mazoyer		x	x
<i>Confirmed</i>	Thales	Dominique Lamoureux	Stéphane d'Aura		x	x
<i>Confirmed</i>	The Boeing Company	Ellen Martin	NONE		x	x
<i>Confirmed</i>	Finmeccania	Walter Vasseli	Riccardo Napolitano	Professor Carbone	x	x
<i>Confirmed</i>	General Dynamics	Anne Harris	Steven K. Saiget		x	x
<b>NON VOTING MEMBERS</b>						
	AIA	Remy Nathan				
	ASD	Philippe de saint Aulaire				
<b>OTHER</b>						
	A D S			Derek Marshall		