

Asia/Pacific Airport Coordinators Association (APACA)

Agenda Item 4

Draft Article of New Association (ASCI)

13th APACA meeting
8 November, 2016
Atlanta, Georgia, U.S.A.

Article 1
Legal framework, name

The association shall act as a non-profit association, established and registered in MONTREAL under Canadian law.

The name of the association is “Airport Slot Coordination International (ASCI)” and use the acronym ASCI

Article 2
Registered Office

The registered office of the Association may be transferred to any other location in the country where Association is registered following a decision taken by two-thirds of the votes cast by the General Assembly provided that half of the Members shall be present or represented.

Article 3 Scope

3.1. The purpose of “Airport Slot Coordination International (ASCI)” as a non-profit association shall be:

- I Serving the common interests of the Members of the Association or their regional organizations in all matters pertaining to slot allocation, schedules facilitation and related aviation;
- I Providing a forum for Members to exchange information on slot allocation, schedules facilitation and related matters;
- I Representing issues, and common positions of worldwide interests of its Members to relevant national and international authorities, organizations and institutions;
- I Being the voice of and representing the interest of the Facilitators and Coordinators towards international organizations such as ICAO, IATA, and ACI World
- I Promoting and facilitating international cooperation in all matters pertaining to slot allocation, schedules facilitation and related aviation matters;
- I Promoting the development of professional skills in relation to slot allocation, schedules facilitation and related aviation matters;
- I Undertaking projects and research to improve standards of coordination and schedules facilitation;
- I Supplying assistance and collective services for its Members also by developing systems and processes.

3.2. In pursuing its objectives the Association will undertake the following activities:

- I Provide a network for its Members;
- I Organize working groups and task forces on subjects of particular interest to the Members.
- I Facilitate training to develop skills and expertise among its Members, and third parties involved in airport slot allocation or facilitation.
- I Cooperate with international institutions and world-wide organizations;
- I Compile, provide and publish relevant information and expertise.

3.3. In pursuing the activities of the Association Members do not seek to obtain direct financial advantage for themselves, nor shall it be the objective of the Association to procure direct financial advantage for them.

Article 4
Membership

- 4.1. All Members are individuals, or organizations legally established according to the laws of their country.
- 4.2. All independent Coordinators and/or Schedules Facilitators either as individuals or as representatives of their organizations are eligible to be Member of the Association either as an individual or as an organization. The Members must be legally appointed as Coordinators and/or Schedules Facilitators according to the laws and customs of their country of origin.
- 4.3. Members can opt out if a decision taken by the Association on a specific issue would not be in line with their national government position. In such cases they would not be committed by the association's decision in question and their opting out decision would be duly registered and mentioned.
- 4.4. Members of the Association shall be bound by the provisions of the Articles of the Association and the Internal Rules duly adopted by the Board and the General Assembly.

Article 5
Admission of Members

- 5.1. Application of Members shall be made in writing to

Article 6
Termination of Members

- 6.1. Each member may terminate its Membership by a written.....

Article 7
Membership Fees

7.1. An annual membership fee set by the General Assembly to cover the operating cost of the Association will be charged to the Members.

7.2. A full Membership fee for the current year is due upon joining the Association, regardless the month of joining.

7.3. Members must be notified in writing of the Membership fee and payment conditions at any time payable by them.

7.4. In case a Member is unable to pay the Membership fee the matter will be discussed by the Board with a view to reaching a suitable solution.

7.5. If the revenues to cover the running costs of the Association are not sufficient, the Members are responsible for uncovered costs, as specified in the internal rules.

7.6. Observers are encouraged to pay a voluntary monetary contribution fixed by the Board.

Article 8

General Assembly of the Members, Board, sub-Committees

The Association shall be governed by the General Assembly

Article 9

General Assembly

9.1. The General Assembly shall be the major organ of the Association; the power of decision is vested in the Members acting collectively.

9.2. The General Assembly shall be invested with all powers necessary or advantageous for the purpose of achieving the objectives of the Association.

9.3. The General Assembly shall decide the general policy of the Association and shall oversee the management of the Association by the Board.

9.4. The following powers shall be reserved exclusively for the General Assembly:

- | Approval of the final accounts and annual report;
- | Discharge of the Members of the Board and the Treasurer in respect of their stewardship of the affairs of the Association during the preceding financial year;
- | Approval of the budget of the Association presented by the Treasurer;
- | The election and dismissal of the Members of the Board;
- | Amendments to the Articles of Association;
- | Admission and exclusion of Members;
- | Dissolution of the Association;
- | Establishment and subsequent amendment of Internal Rules of the Association;
- | Nomination of auditors;
- | Membership fees and any other contributions due by the Members for each financial year;
- | Any action or instrument that shall bind the Association for more than 3 years.

Article 10 Meetings

10.1. Meetings will be held as often as necessary to conduct the work of the Association, but at least twice each year, whereof one meeting shall be declared as General Assembly.

10.2. Additional meetings may be called if at least one third of the Members of the Board or 10% of the Members require a meeting.

10.3. The General Assembly will normally be called by the Chair and shall meet under the chairmanship of its Chair or, if the Chair should be prevented from attending, under the chairmanship of one Vice-Chair.

10.4. Observers are invited to attend the General Assembly unless the Board decides otherwise for an individual meeting. The Chair may decide to invite representatives of other industry bodies to attend a meeting on an ad-hoc basis.

10.5. Notice shall be given to each Member and Observers at least 14 days prior to the date of the meeting except in urgent cases, indicating the date, time and place, as well as the agenda of the meeting.

Article 11
Voting, Quorum

11.1. Only Members shall be entitled to vote at the General Assembly.

11.2. Except as otherwise specified in these Articles, each Member has one vote.

11.3. A Member can give an authorization by a proxy to another Member to represent it or may delegate by a proxy its vote, in writing, to the Chair if it is not able to attend the relevant meeting. Any other Member than the Chair shall not hold more than three (3) proxies.

11.5. Except as otherwise provided for in the Articles, decisions by the General Assembly shall be taken by simple majority vote of the Members present at the meeting.

11.6. The General Assembly shall only vote on items clearly mentioned in the agenda.

11.7. Voting in writing is permitted.

11.8. In case of a split vote, the Chair can exercise a casting vote or ask for another vote.

11.9. Abstentions are not taken into account in case of elections or votes by the General Assembly.

11.10. Decisions related to:

- a) The dissolution of the Association,
- b) Modifications of the Articles,
- c) The adoption and modification of the internal rules,
- d) The initiation of a legal action,
- e) Approval of the budget, the level of reserves, if any, the need for investment financing, if any,
- f) Setting the annual Membership fees

- g) The endorsement of the auditor's report,
- h) The transfer of the registered office of the Association to another location,
- i) The acceptance or exclusion of Members;
- j) Censure votes against the Board or a Member of the Board;

must have two-thirds of the votes cast by the General Assembly provided that half of the Members shall be present or represented. 11.10. If one of these issues is to be discussed it has to be put on the agenda of the respective meeting and all Members must be notified in advance.

11.12. Decisions by the General Assembly shall be recorded in minutes, which shall be made available to all Members and be kept at the registered offices of the Association. The minutes shall indicate any opt out decision concerning the General Assembly's decisions.

11.13. Decisions related to:

- a) The dissolution of the Association,
- b) Modifications of the Articles,
- c) The adoption and modification of the Internal Rules
- d) The transfer of the registered office of the Association to another location,
- e) Censure votes against the Board or a Member of the Board,
- f) Election of the Board's Members and the Officers

shall be taken with a "one country one vote" rule. In such cases in countries where more than one Member exist, it is the responsibility of the Members in that country to decide who is going to cast the votes related to these matters on their behalf. In the context of these Articles, countries are those recognized by the International Civil Aviation Organization (ICAO).

Article 12
Board

12.1. The Association shall be administered and represented by the Board consisting of not less than five but not more than seven representatives of Members elected by the General Assembly with due consideration to geographical representation. Only one Member per country is entitled to be nominated as Board Member. If agreement cannot be reached on a single candidate for any country then all prospective candidates from that country will be excluded from the election process.

12.2. Members of the Board are elected at the same time for 2 years and can be re-elected.

12.3. Any Member of the Board who has ceased to belong to the Association or has ceased to represent a Member shall automatically resign.

12.4. Any member of Board may resign