

# Asia/Pacific Airport Coordinators Association (APACA)

## Agenda Item 4

Draft Article of New Association

14th APACA meeting  
13 June, 2017  
Kuala Lumpur, Malaysia

# WWACG Articles of Association



**WWACG/26 ATLANTA  
November 7th, 2016**

**Eric HERBANE  
WWACG Chairman**

# WWACG Articles of Association



## SCOPE

- Ø 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;
- Ø Providing a forum for Members to exchange information on slot allocation, schedules facilitation and related matters;
- Ø Representing issues, and common positions of worldwide interests of its Members to relevant national and international authorities, organizations and institutions;

# WWACG Articles of Association



## SCOPE

- Ø Being the voice of and representing the interest of the Facilitators and Coordinators towards international organizations such as ICAO, IATA, and ACI World;
- Ø Promoting and facilitating international cooperation in all matters pertaining to slot allocation, schedules facilitation and related aviation matters;
- Ø Promoting the development of professional skills in relation to slot allocation, schedules facilitation and related aviation matters;

# WWACG Articles of Association



## SCOPE

- Ø Undertaking projects and research to improve standards of coordination and schedules facilitation;
- Ø Supplying assistance and collective services for its Members also by developing systems and processes.

# WWACG Articles of Association



## OBJECTIVES

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

# WWACG Articles of Association

## MEMBERSHIP



- Ø Members are individuals, or organizations legally established according to the laws of their country.
- Ø 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.
- Ø The Members must be legally appointed as Coordinators and/or Schedules Facilitators according to the laws and customs of their country of origin.

# WWACG Articles of Association

## MEMBERSHIP



- Ø 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 è 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.
- Ø Members shall be bound by the provisions of the Articles of the Association and the Internal Rules



# WWACG Articles of Association

## MEMBERSHIP



- Ø The Membership becomes effective upon payment of the first annual fee.
- Ø The Board may decide to propose to officially appointed coordinators or schedule facilitators not Member of the Association to attend the General Assembly meetings as Observers.
- Ø Members may also be Members of regional coordinators or schedule facilitators Organisations.

# WWACG Articles of Association

## MEMBERSHIP FEES



- Ø An annual membership fee set by the General Assembly to cover the operating cost of the Association will be charged to the Members.
- Ø 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.
- Ø Observers are encouraged to pay a voluntary monetary contribution fixed by the Board.

# WWACG Articles of Association

## GENERAL ASSEMBLY



- Ø The General Assembly è the major organ of the Association; the power of decision is vested in the Members acting collectively.
- Ø The General Assembly shall be invested with all powers necessary or advantageous for the purpose of achieving the objectives of the Association.
- Ø The General Assembly shall decide the general policy of the Association and shall oversee the management of the Association by the Board.

# WWACG Articles of Association

## GENERAL ASSEMBLY



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;

# WWACG Articles of Association

## GENERAL ASSEMBLY



- 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;
- Appointment of the auditor;
- 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.

# WWACG Articles of Association

## VOTING/QUORUM



- Ø Only Members shall be entitled to vote at the General Assembly.
- Ø Except as otherwise specified in these Articles, each Member has one vote.
- Ø 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.
- Ø In case of a split vote, the Chair can exercise a casting vote or ask for another vote.

# WWACG Articles of Association

## VOTING/QUORUM



Decisions related to the following issues must have two-thirds of the votes :

- The dissolution of the Association,
- Modifications of the Articles,
- Adoption and modification of the internal rules,
- Initiation of a legal action,
- Approval of the budget, the level of reserves, if any, the need for investment financing, if any ,
- Setting the annual Membership fees
- Endorsement of the auditor's report,

# WWACG Articles of Association

## VOTING/QUORUM



(Decisions related to the following issues must have two-thirds of the votes) :

- transfer of the registered office of the Association to another location,
- Acceptance or exclusion of Members;
- Censure votes against the Board or a Member of the Board;



# WWACG Articles of Association

## VOTING/QUORUM



Decisions related to the following issues shall be taken with a “one country one vote” rule :

- The dissolution of the Association,
- Modifications of the Articles,
- Adoption and modification of the Internal Rules
- Adoption of Guidelines /Best practices
- Transfer of the registered office of the Association to another location,
- Censure votes against the Board or a Member of the Board,
- Election of the Board’s Members and the Officers

# WWACG Articles of Association

## VOTING/QUORUM



Ø 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.

è Countries are those recognized by the International Civil Aviation Organization (ICAO).

# WWACG Articles of Association BOARD



- Ø The Association shall be administered and represented by the Board
- Ø Board consists of not less than five but not more than seven representatives of Members elected by the General Assembly with due consideration to geographical representation.
- Ø Only one Member per country/organization is entitled to be nominated as Board Member.
- Ø 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.

# WWACG Articles of Association

## BOARD



- Ø Members of the Board are elected at the same time for 2 years and can be re-elected.
- Ø The Board shall have all powers of management and administration and to perform for this purpose all acts as it may judge necessary or advantageous for achieving the purpose of the Association, subject only to the powers reserved for the General Assembly.
- Ø The resources of the Association shall be managed at the discretion of the Board, which is responsible for preparing the budgets, managing the accounts and having them audited.

# WWACG Articles of Association BOARD



- Ø The Board can establish and nominate standing Working Groups to deal with general issues (i.e. Slot Policies) and / or Task Forces to deal with specific issues (i.e. Develop Guidelines/best practices for a given issue)
- Ø The rapporteur of such working groups or task forces shall be a Board Member.

# WWACG Articles of Association

## OFFICERS



- Ø The General Assembly shall also elect between the Board's Members the Officers of the Association for a period of 2 years
- Ø a Chair, one or more Vice-Chair(s) and a Treasurer.
- Ø The Officers may stand for re-election at the end of their term of office.
- Ø Nomination for the Officers must be made in writing to all Members.

# WWACG Articles of Association

## BUDGET/FINANCE



- Ø The Association may form annual reserves for running the business and for projects.
- Ø The Association may receive other revenues such as the reimbursement of expenses, the revenues arising out of the management of its funds, donations, voluntary contributions from Observers, legacies or subsidies as specified in these Articles, payment for seminars and other events organised by the Association and its publications.
- Ø The financial year is the calendar year

# WWACG Articles of Association

## BUDGET/FINANCE



- Ø The Board proposes the annual budget of the Association for every financial year,
- Ø submitted for approval to the General Assembly
- Ø Board draws up draft final accounts for each financial year,
- Ø submitted for approval to the General Assembly of the Association.