

General Assembly	Decision Paper
Agenda item:	6
Submitted by:	Council

Approval of Changes to the IALA Constitution

1 SUMMARY

This paper presents changes to the IALA Constitution for approval by the General Assembly.

1.1 Purpose of the paper

The purpose of this paper is to present, and provide context for, proposed changes to the IALA Constitution for the General Assembly to review and approve.

1.2 Related documents

Annex A contains proposed amendments to IALA's current Constitution.

2 BACKGROUND

- 2.1 The current IALA Constitution is the governing instrument for IALA. It can only be changed by decision of the IALA General Assembly. The Constitution was last considered by the General Assembly in 2006 and since that time Council has identified a number of minor amendments that will facilitate the smooth operation of the Association whilst also aligning it with commitments related to the current Memorandum of Understanding (MOU) with France.
- 2.2 In light of current consideration regarding international organisation status for IALA the Constitution could also be amended at this time to allow the Association to be terminated automatically if that change of status arises. Council therefore suggests an amendment to Article 13 that could allow for automatic termination on entry into force of an International Agreement.
- 2.3 Council has sought the advice of the Legal Advisory Panel in finalising the suggested changes.

3 DISCUSSION

3.1 Changes to the IALA Constitution

- 3.1.1 The proposed changes to the IALA Constitution are shown in Annex A in mark-up. The majority of the changes to the Constitution are minor, and have either been requested by Council in response to matters raised since the last General Assembly or are proposed for reasons of consistency.
- 3.1.2 The first change to Article 8.1 gives effect to the MOU signed between IALA and the government of France in 2012. The MOU agrees that France, as the host government, will have a seat as a non-elected member on Council. To facilitate this without increasing the number of Councillors the proposed amendment will reduce the number of elected Councillors from twenty two to twenty one. Although the

MOU has been in effect for a number of years this is the first opportunity for the General Assembly to change the Constitution since its signing.

- 3.1.3 The draft amendment to Article 13 has been proposed to facilitate the winding up of the IALA Association following entry into force of an International Agreement. It is suggested so that the transition process is both certain and smooth. The change will have no effect on the on-going operation of the Association and will only become operable if an international organisation is created.
- 3.1.4 French legal advice has confirmed that the Association can transfer its assets to an international organisation, noting that to do so would require that both entities were in existence at the time of that transfer.
- 3.1.5 The advice also outlined the process that will be required by French law, which will include giving notice of the proposed termination to the relevant authorities and to the world at large. The process is not complicated but does require the passing of set time periods before termination would become effective. With this in mind, the amended text of Article 13 will facilitate automatic termination upon completion of the French formalities.
- 3.1.6 The fact that both entities will be in operation for a short period of time has been identified as a risk to IALA, however the application of risk mitigation strategies including ensuring that the process is properly understood, undertaking due diligence and having sound transition arrangements have resulted in both risk probability and risk impact being rated as low.

4 ACTION REQUESTED OF GENERAL ASSEMBLY

The General Assembly is requested to:

- 1. **Approve** changes to the IALA Constitution as provided in Annex A.