

Council Out of Session Approval
Agenda item XXX
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Approval of Changes to the IALA Constitution

1 SUMMARY

This paper presents changes to the IALA Constitution for approval by Council in the form of a draft Council Input Paper.

1.1 Purpose of the paper

The purpose of this paper is to provide the opportunity for Council to review and approve changes to the IALA Constitution for forwarding to the General Assembly.

1.2 Related documents

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

Annex B contains a proposed input paper for forwarding to the General Assembly, recommending the adoption of the amendments to the 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 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. The Legal Advisory Panel therefore also suggests an amendment to Article 13 that could allow for automatic termination on entry into force of an International Agreement.

3 DISCUSSION

3.1 Changes to the IALA Constitution

- 3.1.1 Council noted the above changes at Council 56 but did not make a decision about them pending further French legal advice, which has now been received and considered by the Legal Advisory Panel. As a result there has been further suggested amendment to Article 13 and some other minor amendments for consistency purposes.
- 3.1.2 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.

- 3.1.3 The draft amendment to Article 13 has been proposed by the Legal Advisory Panel and approved by the second Extraordinary Legal Advisory Panel meeting. It would facilitate the winding up of the IALA Association following entry into force of the International Agreement. This 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.

3.2 General Assembly Approval

- 3.2.1 Proposed text for a Council paper to recommend that the General Assembly approve the changes to the Constitution is provided in Annex B.

4 REFERENCES

Nil.

5 ACTION REQUESTED OF COUNCIL

Council is requested to:

1. **Approve** changes to the IALA Constitution as provided in Annex A for forwarding to the General Assembly.
2. **Approve** the text of the input paper provided in Annex B for forwarding to the General Assembly.