LAPE1 Information

Agenda item 6

Author Secretariat

Interaction of the International Agreement

with current IALA Constitution

# Summary

This paper discusses the interaction between the existing IALA Constitution and the proposed International Agreement. It notes some changes that will be required, and suggests the method by which these changes could be brought about.

## Purpose of the paper

The purpose of this paper is to provide a broad scope of vision to enable participants to place the adoption of the draft International Agreement in the context of IALA’s current governance structure.

## Related documents

Annex A attaches the IALA’s current Constitution.

The Constitution is also available here:

<http://www.iala-aism.org/iala/aboutiala/constitution.php>

# Background

IALA has been in existence since 1957. It is created as an association under the French Law of 1901. That law requires that IALA meet legislated requirements, one of which is to have a Constitution which documents its operations and various other matters.

The Constitution is rarely changed, and when this is required a two-thirds majority of National members attending a General Assembly are require to vote in favour of such amendment. The last amendment to the Constitution was approved on 23 May 2006.

In 2010 Council tasked LAP with the role of proposing amendments to the Constitution, based on suggestions from Council on a rolling basis, so as to be in a position to recommend such changes to the General Assembly in 2014.

In addition to change proposals generated in this way, LAP has identified additional changes to the Constitution that will be required to facilitate transition to the International Agreement, which will, by its nature, replace the existing IALA with a new legal entity.

LAP has considered the interaction of the old and new legal entities and will make a recommendation to Council regarding the process for both winding up the old IALA and transferring its assets and liabilities to the new international organisation. Council may then submit to the General Assembly for approval.

# Discussion

## The existing IALA Constitution

### The current IALA Constitution is the governing instrument for IALA. It requires changes to allow IALA to continue to operate efficiently in the period between the General Assembly of 2014 and the entry into force of the International Agreement. The duration of this period will be determined by the time taken for the required number of Contracting Parties (currently set at 15, one of which must be the Government of the French Republic) to agree to be bound by the Agreement. The current estimate for this is in the order of 2 years from May 2014.

### In light of support for the move toward international organisation status the Constitution could also be amended to allow the Association, through its governing bodies, to exercise the necessary powers to terminate it when the circumstances are appropriate for it to do so. It is suggested that this change could allow for automatic termination on entry into force of the International Agreement. Exact text is provided in the Paper LAPE1 13.1 for consideration

## General Assembly Approvals

### LAP is also tasked to advise Council in regard to the appropriate methodology for the General Assembly to move forward with the adoption of the International Agreement and subsequent winding up of the IALA Association.

### It is suggested that this be achieved by the preparation of a Input Papers for Council that, if approved by that body, could be forward to the General Assembly for approval. See draft papers at LAPE1/13.1 and LAPE1/13.2

# References

Nil.

# Action requested of LAP

LAP is requested to:

1. Note the interaction between the IALA Constitution and the draft International Agreement when reviewing documents provided in Paper LAPE1/8.
2. Consider the information contained in this paper when reviewing the proposed amendments to the IALA Constitution provided in Paper LAPE1/13.1, Annex A.
3. Consider the information contained in this paper when reviewing the draft Council Input Paper provided in Paper LAPE1/13.1, Annex B.

**Constitution of IALA**

**Article 1. NAME**

The International Association of Marine Aids to Navigation and Lighthouse Authorities, hereinafter referred to as “IALA”, formerly called the International Association of Lighthouse Authorities / Association Internationale de Signalisation Maritime, is a non-governmental organization (NGO). The term “Marine Aids to Navigation” referred to in the present Constitution should be understood to be a device, system or service, external to vessels, designed and operated to enhance safe and efficient navigation of individual vessels and/or vessel traffic.

**Article 2. AIM**

The aim of IALA is to foster the safe, economic and efficient movement of vessels, through improvement and harmonisation of aids to navigation worldwide and other appropriate means, for the benefit of the maritime community and the protection of the environment. IALA is secular and non-political. IALA brings together services and organisations concerned with the provision or maintenance of marine aids to navigation and allied activities, at sea and on inland waterways.

**Article 3. FUNCTIONS**

The aim of IALA is achieved by, among other things:

* developing international cooperation by promoting close working relationships and assistance between members;
* collecting and circulating information about the activities of its members as well as encouraging, supporting and communicating recent developments;
* enhancing mutual exchange of information with organisations representing the users of aids to navigation;
* formulating and publishing appropriate recommendations, standards and guidelines;
* encouraging IALA members to take into account the development of multi-purpose systems which may be also be used, for instance, to monitor the marine environment;
* establishing Committees or Working Groups to study special issues;
* promoting assistance to services or organisations requesting help within the marine aids to navigation and allied fields, whether technical, organisational or training;
* organising Conferences, Symposiums, Seminars, Workshops and other events relevant to its work.

**Article 4. RELATIONSHIP WITH OTHER ORGANISATIONS**

IALA will maintain liaison and cooperate with relevant intergovernmental, international and other organisations, offering specialised advice where appropriate.

**Article 5. MEMBERSHIP**

5.1 Member groups

IALA comprises National members, Associate members, Industrial members and Honorary members.

* National membership may be applied for by a National Authority of any country, or any part of that country, legally responsible for the provision, maintenance or operation of marine aids to navigation within that country, or any part of that country (hereinafter referred to as National Authority).
* Associate membership may be applied for by any other service, organisation or scientific agency that is concerned with aids to navigation or related matters.
* Industrial membership may be applied for by manufacturers and distributors of marine aids to navigation equipment for sale, or organisations providing marine aids to navigation services or technical advice under contract.
* Honorary membership may be conferred for life upon any individual who is considered by the Council to have made an important contribution to the work of IALA.

5.2 Applications for membership

All applications for membership and changes in the type of membership are subject to acceptance by the Council. The Council may require an application for Industrial or Associate membership to be supported by a National Authority of the area where the applicant carries out his activities or has his principal place of business. Application for membership constitutes an agreement to pay the appropriate annual subscription as laid down from time to time.

5.3 Termination of membership

5.3.1 National and Associate membership may be terminated:

* by resignation of the member;
* by decision of the Council for non-payment of subscription or;
* by decision of the Council for any justifiable cause in the best interest of IALA.

5.3.2 Industrial membership may be terminated:

* by resignation of the member;
* by decision of the Council for non-payment of subscription, or;
* by decision of the Council for any justifiable cause in the best interest of IALA.

**Article 6. SEAT**

The Headquarters and registered office of IALA is in the vicinity of Paris in Saint Germain en Laye, France. The location of the Headquarters may be changed by decision of the IALA Council. The duration of IALA is unlimited.

**Article 7. GENERAL ASSEMBLY**

General Assemblies of members are held at intervals not exceeding five years and, normally, concurrently with IALA Conferences. A General Assembly will be convened by order of the Council (see Article 8).

**7.1 Functions of the General Assembly**

The General Assembly, among other things:

* Decides the overall policy of IALA.
* Elects the members of the Council (see Article 8). Councillors are elected for the period between two General Assemblies. Councillors may be re-elected.
* Decides upon changes to the Constitution.

**7.2 Rules on participation**

Members of all categories may attend General Assemblies.

**7.3 Rules on voting**

* Only National members have voting rights at a General Assembly.
* Each National member has one vote.
* Decisions of the General Assembly, other than those relating to the Constitution (see Article 12) are taken on a simple majority of the votes cast. In the event of a tie vote, the President shall have a second, and deciding, vote.

**Article 8. COUNCIL**

**8.1 Election of the Council:**

IALA is administered by a Council comprising up to twenty-two elected Councillors and two non-elected Councillors as follows:

**Elected Councillors:**

* the Heads of National members elected by ballot of all National members attending a General Assembly; only one National member from any country may be elected to the Council;
* elected Councillors shall, as far as possible, be drawn from different parts of the world with a view to achieving as widespread a representation as possible.

**Non-elected Councillors:**

* the Head, from time to time, of a National Authority of the country wherein the next IALA Conference will be held;
* the Head, from time to time, of a National Authority of the country wherein the last Conference was held.

The post of Councillor is honorary.

**8.2 Duties of the Council:**

The Council will meet regularly and at least once a year. Such meetings will be convened by the President or the Vice President, or the Secretary General, or at the request of two Councillors.

8.2.1 The Council upon election or, when necessary, will:

* from among its members elect a President and a Vice President on a personal basis. The President and the Vice President shall not hold their office for longer than the term between Conferences;
* from among its members elect a Financial Advisory Committee, comprising at least three persons, to assist the Council as necessary and elect a Committee member as Treasurer and Chairman;
* appoint Chairman and Vice-Chairman of each Committee for the term between Conferences.

8.2.2 Appointment of the Secretary General

The Council will appoint a Secretary General to act as legal representative and Chief Executive of IALA. The Secretary General’s powers and responsibilities and his terms and conditions of employment will be decided by the Council. The Secretary General will be assisted in his tasks by a Permanent Secretariat.

8.2.3 Functions of the Council:

The Council, among other things:

* Implements the overall policy of IALA as defined by its aims or by the General Assembly;
* Decides membership matters;
* Establishes Committees relevant to the aims of IALA;
* Determines rules of procedure for Committees and their Terms of Reference;
* Approve Recommendations, Guidelines, Manuals and submissions to other organisations;
* Decides the venue and the year of the next IALA Conferences;
* Establishes rules for participation in IALA Conferences and Symposiums;
* Convenes General Assemblies;
* Approve the annual budget and accounts;
* Determines the rate of subscriptions;
* Decides upon the location of the Headquarters and registered office of IALA;
* May authorise the purchase, sale, renting or letting of property and the granting and obtaining of loans whether or not secured by mortgage, required for the running of the Association;
* May grant any power of attorney as required.

**8.3 Council meetings**

A Council meeting can only be held when at least the President or the Vice President and one member of the Financial Advisory Committee are present.

**8.4 Voting procedures**

A Council decision can be made by a simple majority of those present at the meeting, subject to a minimum of seven votes being recorded in its favour. No Councillor may have more than one vote. In case of a tie vote, the President will have a second, and deciding, vote. The President or the Vice President may decide to carry out a postal [or electronic] vote among the Councillors.

**Article 9. COMMITTEES**

Committees are established by the Council to study issues such as management, operations, engineering and training associated with topics like VTS, radio aids, visual aids, and their associated technologies, support services and other relevant matters, with the aim to prepare Recommendations, Guidelines and Manuals for IALA members and submissions to other organisations. These Recommendations, Guidelines, Manuals and submissions require the approval of the Council. Committees will work under the rules stated in the “Rules of Procedure for IALA Committees” approved by the Council.

**Article 10. CONFERENCES AND EXHIBITIONS**

All categories of IALA members are entitled to be represented at an IALA Conference. Non-members may only participate in an IALA Conference with the approval of the Council. An exhibition of aids to navigation equipment will be organised during the Conference period. Only IALA Industrial members who have paid the equivalent of the subscriptions for the two years immediately prior to the year of the Conference plus the year of the conference will have the right to exhibit their equipment.

**Article 11. FUNDING**

IALA shall be funded from subscriptions, grants and gifts as generally permitted by law.

**Article 12. CHANGES TO THE CONSTITUTION**

Alterations to the Constitution can normally only be made by a two-thirds majority of National members attending a General Assembly. The Council can decide as an emergency measure to carry out a postal [or electronic] vote. Alterations to the Constitution by this method require a two-thirds majority of National members taking part in the postal vote.

**Article 13. TERMINATION**

The termination of IALA can be decided upon under the same conditions as required for the alterations to the Constitution. On termination, the Council is responsible for the winding up of IALA and distribution of assets to charitable or technical organisations connected with marine aids to navigation.