

**International
Federation of
Air Traffic Safety
Electronics Associations**



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To: All IFATSEA Affiliates

Date: 15-August-2013

Dear Colleagues:

Please find attached three resolutions which will be put to the General Assembly for approval. These resolutions, if adopted by the Assembly, will modify the Executive Board structure, transfer the existing Officers to the new Board and establish a process to fill the remaining vacancies on the Executive Board. This Board structure requires several amendments to the Constitution and a draft copy of the Constitution is also attached for your review.

This constitutional amendment is a dramatic shift from the way IFATSEA currently operates. Although the current model is not necessarily "flawed", it is the Executive Board's view that regional activities deserve greater attention and input into IFATSEA's strategic direction through a Strategy Committee. Moreover, the creation of an Operations Committee acknowledges that IFATSEA requires day-to-day attention as well. Perhaps most significantly, this model gives greater autonomy to sub-committees by allowing them to choose their own Chair and Secretary, create their own working groups and investigate the issues within their jurisdiction.

At the General Assembly you will hear a comprehensive presentation on the changes proposed, the process to put them into effect and next steps for the Executive Board and the members of IFATSEA. I look forward to your participation and seeing you in Istanbul. Please do not hesitate to contact me with any questions in advance of the meeting if you wish.

Yours sincerely,

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Resolution #1

Enact Constitutional Changes

WHEREAS in 2011 the Executive Board launched a Strategic Review of IFATSEA objectives and goals;

WHEREAS the Strategic Review identified a lack of clarity in roles and responsibilities of Elected Officers;

WHEREAS the GA in 2012 directed that the Executive Board continue this work and propose Constitutional changes;

WHEREAS the Executive Board met in April 2013 and considered IFATSEA's governance model;

WHEREAS the Executive Board's proposal was circulated to the Regional Directors for subsequent distribution to members of IFATSEA for comment on July 19, 2013;

WHEREAS the proposed governance structure requires change to IFATSEA's Constitution; and

WHEREAS these changes must be approved by the General Assembly;

THEREFORE BE IT RESOLVED that the General Assembly adopt a new Constitution as described in Annex "A";

BE IT FURTHER RESOLVED that the new Constitution take effect on September 7, 2013;

BE IT FURTHER RESOLVED that the Elective Officers are subject to re-election in the years indicated below and every four years thereafter:

| Position | Year |
|----------------------------------|-------------|
| President | 2014 |
| Vice-President | 2016 |
| Treasurer | 2016 |
| Executive Secretary | 2014 |
| Regional Director – Americas | 2016 |
| Regional Director – Europe | 2014 |
| Regional Director – Asia Pacific | 2014 |
| Regional Director – Africa | 2016 |

CONSTITUTION AND BY-LAWS

of the

International Federation of

Air Traffic Safety

Electronics Associations



AMENDMENTS

| ADOPTED | ARTICLE | SECTION |
|----------------|---------------------|----------------|
| 12-Nov-2004 | II | 2, 3, 7 |
| 12-Nov-2004 | III | 1, 4, 7, 9 |
| 12-Nov-2004 | IV | 2, 5, 6 |
| 12-Nov-2004 | VIII | New |
| 12-Nov-2004 | By-Laws, schedule A | 1,2,7,8,11 |
| 17-Nov-2006 | III | 2 |
| 17-Nov-2006 | III | 5 |
| 17-Nov-2006 | IV | 1 |
| 26-Oct-2009 | I | 6,7 |
| 07-Oct-2011 | IV | 1 |
| 07-Oct-2011 | VII | 1 |
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October 2011

CONVENTION

of the

**International Federation
of
Air Traffic Safety Electronics Associations

(IFATSEA)**

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, Air Traffic Safety Electronics promotes and maintains a safe, orderly and expeditious flow of air traffic throughout the world; and

WHEREAS, the objects, functions and problems of this essential service to aviation are of similar nature in all countries irrespective of national boundaries; and

WHEREAS, these objects, functions and problems can be mastered only by the common effort of all nations, which should be based on close international co-operation and on a continuous exchange of ideas and experience:

NOW THEREFORE, it is indispensable that Air Traffic Safety Electronics personnel of all nations be united in a worldwide professional Federation for the furtherance of safe and efficient air navigation and for the protection of their common professional interests.

**THEREFORE
the
International Federation of Air Traffic
Safety Electronics Associations

(IFATSEA)**

Has been founded by the determination and agreement of the professional Associations in countries throughout the world.

IN CONSEQUENCE THEREOF
the parties hereto do mutually covenant and agree as follows:

- 1.** The parties hereto bind themselves to promote, maintain and enhance the stature of the Air Traffic Electronics profession and to develop and disseminate knowledge of air traffic safety electronics.
- 2.** The parties hereto bind themselves to co-operate with each other in all matters affecting their common professional interests.
- 3.** The Associations hereto bind themselves to inform IFATSEA on pertinent activities and to exchange with each other relevant information of common concern.
- 4.** The Member Associations accept the principle that IFATSEA should be represented at any international meeting, in addition to meetings of ICAO, which has under consideration matters associated with air navigation and in particular with electronics in air navigation and that, where possible, an observer should be sent to such meetings.
- 5.** The Headquarters of IFATSEA shall normally be located at the office of the Secretariat of IFATSEA.
- 6.** The Associations hereto engage themselves faithfully to observe the provisions of the Constitution and By-Laws of IFATSEA as presently adopted and hereafter amended.
- 7.** The Convention of IFATSEA shall be in effect until IFATSEA is dissolved in accordance with its Constitution and By-Laws.
- 8.** Any Member Association may retire from its obligations under this present agreement at any time before the 31st day of December of each year by giving the Executive Secretary of IFATSEA three months' written notice of such intention to retire.

IN WITNESS WHEREOF

the duly authorised representatives of the parties hereto have hereunto set their hands.

REPRESENTING

ASSOCIATION

PRESIDENT IFATSEA

EXECUTIVE SECRETARY IFATSEA

representing jointly and severally, the Member Associations of IFATSEA

CONSTITUTION AND BY-LAWS

**of the International Federation of
Air Traffic Safety Electronics Associations
(IFATSEA)**

PREAMBLE

The objects and problems of electronics in the field of air traffic safety are the same all over the world. They can be mastered only by international co-operation, mutual understanding, and an exchange of ideas and experience.

It is fitting, therefore, that air traffic safety electronics personnel of all nations, who follow a common profession with similar problems for all, should pool their efforts towards a furtherance of safety of International Air Navigation and become united in a worldwide professional Federation, which is based on the principle of co-operation on technical and professional matters, excluding any political or religious debates and activities.

To achieve this aim and purpose the

INTERNATIONAL FEDERATION
of
AIR TRAFFIC SAFETY ELECTRONICS ASSOCIATIONS
(IFATSEA)

has been founded and the Members of IFATSEA have translated their efforts into the adoption of this Constitution and By-Laws.

Article 1

General

1. Name

The name of this Organisation shall be:

International Federation of Air Traffic Safety Electronics Associations (IFATSEA).

2. Definitions

(a) The words "Constitution and By-Laws" where applied in this Constitution and By-Laws means the Constitution and By-Laws of the International Federation of Air Traffic Safety Electronics Associations.

(b) The word "IFATSEA" where applied in this Constitution and By-Laws means the International Federation of Air Traffic Safety Electronics Associations.

(c) The words "Air Traffic Safety Electronics Associations" where applied in this Constitution and By-Laws mean any Professional Association, Organisation, or Guild of Air Traffic Safety Electronics personnel, or individuals, whose purposes are essentially the same of those of IFATSEA.

(d) The word "Assembly" where applied in this Constitution and By-Laws means the delegated representatives of the affiliated Associations of IFATSEA, their proxies or deputies.

3. Objects

The objects of IFATSEA are and shall be:

(a) To operate as a non-political Federation of Air Traffic Safety Electronics Associations;

(b) To promote safety, efficiency and regularity in International Air Navigation;

(c) To assist and advise in the development of electronics systems in order to maintain the safe, orderly and expeditious flow of air traffic;

(d) To uphold a high standard of knowledge and professional efficiency among Air Traffic Safety Electronics personnel;

(e) To protect and safeguard the collective professional interests of Air Traffic Safety Electronics personnel;

(f) To make mutual benefit affiliations with other professional organisations;

(g) To strive for a worldwide Federation of Air Traffic Safety Electronics Associations.

In order to follow these objects, IFATSEA will:

- (h) Closely co-operate with national and international Aviation Authorities and other Institutions or persons concerned with Air Navigation;
- (i) Set up Committees for studying new techniques and facilities necessary and useful for the safety of International Air Navigation;
- (j) Collect and distribute information on professional problems and developments;
- (k) Levy affiliation fees, annual subscriptions and charges upon its Member Associations to provide the funds for an effective management of IFATSEA's activities;
- (l) Issue an official journal and other publications for the purpose of promulgating and advancing matters of Air Traffic Safety Electronics;
- (m) Sponsor and support the passage of legislation and regulations which will increase and protect the safety of air navigation through the improvement of working conditions of Air Traffic Safety Electronics personnel;
- (n) Endeavour to carry out the work of IFATSEA in the official language of the International Civil Aviation Organisation (ICAO).

4. Duration

The duration of IFATSEA shall be perpetual or until it is dissolved, as provided in Article I, Section 5, of the Constitution and By-Laws.

5. Dissolution

IFATSEA may be dissolved at any time by a three-quarters majority vote, conducted by the Assembly. In the event of such dissolution, the Assembly shall appoint three representatives chosen from the Assembly of IFATSEA, who will, together with the elected officers, act as agents for the Members and dispose of all its assets, physical or otherwise, by public auction or private sales, and any and all questions relating thereto shall be decided by a majority vote of the officers and the agents of the Assembly. All the liquid assets shall then be divided pro rata between the Members of IFATSEA at the time of such dissolution, in proportion to the annual subscription paid by each of such Members for the year ended 31st December next before such dissolution.

6. IFATSEA Seal

The official seal of IFATSEA shall be:



7. IFATSEA Emblem

The official logo of IFATSEA shall be :



Article II

IFATSEA Members

1. Member Associations

The Member Associations consist of their national Air Traffic Safety Electronics personnel and any other suitable persons as determined by the affiliated Association of the respective country. All national members of an affiliated Association shall be considered simultaneously as individual members of IFATSEA.

Affiliated Associations shall function as collective Members of IFATSEA. In national respect, they will act independently. Each Member Association, however, and its individual members shall abstain from any action detrimental to the common interest of the profession, to its honour and public recognition.

2. Associate Membership

Associate Membership may be granted to individuals not in membership of affiliated organisations, only with the endorsement of the member association of the country in question. In the absence of such an association existing the Executive Board would exercise the endorsement upon those who support the objects of IFATSEA and the cause of Air Traffic Safety. Such Associate Members shall not vote at Assemblies however, they may speak on technical matters at the discretion of the President.

3. Corporate Members

IFATSEA will be empowered to invite suitable Organisations and individuals to become Corporate Members of IFATSEA to assist in consideration of all technical matters in which IFATSEA may become involved; present technical papers for consideration of IFATSEA. Corporate members are invited to attend meetings of the Assembly and other Committees of IFATSEA as observers. They would have no voting rights.

4. Applications

Any Association whose membership or any part thereof, is engaged in the field of Air Traffic Safety Electronics (and any other suitable person as determined by the Association) is eligible for affiliation on behalf of such persons subject to Article I, Section 2c. Applications for membership shall be directed to the Executive Secretary of IFATSEA, who shall cause the same to be brought before the Assembly. Such applications shall include copies of the Constitution of the National Association. A Charter of Affiliation shall be granted and issued when approved by a two-thirds majority of any Assembly, or when within sixty-days after being notified by the Executive Secretary the Assembly Members have not raised objections. The applicant may become an active affiliate of IFATSEA upon paying the required affiliation fee and the annual subscription. By becoming a Member of IFATSEA each Association shall agree and subscribe, without reservations, to all provisions, conditions and regulations, contained in the Convention of IFATSEA and its Constitution and By-Laws.

(a) The form of the Charter to be issued to affiliates shall be as follows:

**INTERNATIONAL FEDERATION OF AIR
TRAFFIC SAFETY ELECTRONICS ASSOCIATIONS
(IFATSEA)
TO WHOM IT MAY CONCERN
Greetings**

BY VIRTUE OF THE AUTHORITY AND PREROGATIVE vested in the International Federation of Air Traffic Safety Electronics Associations by its Convention of Federation, its Constitution and By-Laws, NOW THEREFORE, this Charter of affiliation is granted to

KNOW ALL MEN BY THESE PRESENTS
that the International Federation of Air Traffic Safety
Electronics Associations do this day,

Grant this Charter of Affiliation to _____ Year

The conditions and obligations of this Member Association under this Charter are the adherence of said Members and its Officers at all times faithfully to support and maintain the Constitution and By-Laws of the International Federation of Air Traffic Safety Electronics Associations and the principles and objects therein contained; and failing to do so or for any other reason, this Charter may be suspended or revoked forthwith, whichever shall be deemed in the best interest of said Federation. This Charter signed by the President and Executive Secretary of the International Federation of Air Traffic Safety Electronics Associations, is given under its seal this

_____ day of _____

Year

President – IFATSEA

Executive Secretary - IFATSEA

(b) When the charter of an affiliated Association is revoked or suspended by IFATSEA, such Association shall immediately surrender its Charter to IFATSEA along with any and all property in its possession belonging to IFATSEA, and all rights and privileges thereunder shall thereafter be inoperative and null and void.

5. Suspension of Affiliation

In case of repeated neglect of payment, an Association in arrears shall be officially notified of the fact. If regular payment is not resumed within six months after such notification, the respective Association shall become suspended from affiliation. Reinstatement may be effected only by a vote of the officers upon such terms and conditions as they regard necessary to impose.

6. Members in Good Standing

Affiliated Associations shall make a declaration of their members in good standing as at 1st November of each year to the Treasurer of IFATSEA. This declaration shall be provided within four weeks after the 1st November and shall be used for the fixing of subscriptions for the ensuing year.

7. Appointment of Assembly Members

Each affiliated Association shall appoint delegates to represent it on the assembly. One of these shall be identified as the 'voting representative' and the name of such voting delegate shall be identified at the commencement of the assembly.

8. Termination of Affiliation

Affiliation to IFATSEA may be terminated by expulsion or by voluntary withdrawal. Voluntary withdrawal of affiliation shall be effected in accordance with Section 8 of the Convention of IFATSEA. Expulsion shall be effected in respect of those affiliated organisations, which are guilty of acts of conduct prejudicial to the best interest of IFATSEA and in violation of the Constitution of IFATSEA in such a manner which is likely to cause harm to IFATSEA or any Affiliated Association of IFATSEA. Expulsion shall be effected only at a meeting of the Assembly and shall be determined by a two-thirds majority of the members.

Article III

Finance

1. Determination of Annual Income

The Assembly is empowered to determine the affiliation fees, annual subscriptions and charges to be paid to IFATSEA by the affiliated Associations, Associate members and Corporate members.

2. Affiliation Fee

Upon acceptance of an application for membership, an affiliation fee of 2 Euro per member in good standing will be levied from the applicant on acceptance into IFATSEA and before the issue of the Charter.

3. Annual Subscriptions and Charges

- (a) The revenue of IFATSEA shall be derived principally from an annual per capita subscription, based upon the declared membership of each affiliated Association. The amount shall be fixed by the Assembly or Special Assembly Meeting according to the requirements and is payable at the commencement of the financial year.
- (b) Additional revenue - if required in excess of the normal annual income mentioned under (a) above shall be levied from the Member Associations as charges in accordance with Article III, Section 1.
- (c) Charges will also be levied as a condition for reinstatement of membership after a suspension from affiliation. Such charges shall not exceed the outstanding debt of the Association in arrears.

4. Financial Year and Budget

The financial year of IFATSEA shall commence on the 1st day of January and expire on the 31st day of December each year. A budget and accounts shall be presented annually by the Treasurer for approval by the assembly.

5. Currency

All affiliation fees, annual subscriptions and charges shall be levied in Euro.

6. Accounts

The principal bank account of IFATSEA shall be in the name of the International Federation of Air Traffic Safety Electronics Associations and cheques drawn thereon shall be signed by the Treasurer and Executive Secretary of IFATSEA or by the Treasurer and another Officer designated by the Executive Board of IFATSEA.

7. Expenditure and Allowances

The Officers and other persons specifically designated by the Assembly shall be paid their expenses in connection with duties authorised and undertaken on behalf of IFATSEA. They shall not receive any salary except that, by majority decision of Assembly, separate specific payments may be granted. The expenses of "delegates" incurred in attendance at Assemblies will not be met from IFATSEA funds.

8. Financial Liabilities

No Elective Officer or Agent of IFATSEA, either singly or jointly with others, except as designated and provided in the Constitution and By-Laws, shall have the power to make any Bill, note, cheque or other negotiable instrument payable or endorse the same in the name of the International Federation of Air Traffic Safety Electronics Associations, or contract or cause to be contracted any debts or liabilities in the name of or on behalf of IFATSEA.

9. Auditors

The Assembly shall appoint Auditors who will be responsible for checking IFATSEA's accounts and the management of financial activities by the Treasurer. The Auditors shall deliver a written report of their findings to the Assembly and at such other times as may be requested by the Officers or by the Assembly.

10. Indemnity

The Elective Officers (~~the~~ President, ~~the three~~ Vice-President, ~~Presidents~~, ~~the~~ Executive Secretary, ~~the~~ Treasurer and Regional Directors),⁵ the Auditors, and the Member Associations of IFATSEA and every of them, everyone of their heirs, executors and administrators shall be indemnified and secured harmless out of the assets of IFATSEA from and against all actions, costs, charges, losses, damages and expenses which they or any of them, their or any of their heirs, executors or administrators shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty in their respective offices or trusts except such (if any) as they shall incur or sustain by or through their own wilful neglect or default, or through their own dishonesty respectively, and none of them shall be answerable for the acts, receipts, neglects or defaults of the other or others of them or for joining in any receipt for the sake of conformity or for the defaults of any Bankers or other persons with whom monies or effects belonging to IFATSEA or its members shall or may be lodged or deposited for safer custody, or for the insufficiency or deficiency of any security upon which any monies of or belonging to IFATSEA shall be invested, or for any other losses, misfortunes or damages which may happen in the execution of their respective offices or trusts, or in relation thereto, except the same shall happen by or through their own wilful neglect or default, or by there own dishonesty respectively.

Article IV

Meetings

1. Types of Meeting

- (a) **Assembly**
These meetings shall take place annually in the Autumn at such time and place as an Assembly or the IFATSEA Executive Board shall have decided. In even years only, commencing 2012, the Assembly shall have the authority to elect Officers.
- (b) **Special Assembly meetings**
These meetings to decide on matter or matters of urgency, may be convened by a simple majority of an Assembly in session, or by a decision of Assembly Members (so named in accordance with Article I, Section 2(d)) which is supported by at least two-thirds of said Assembly Members who respond to the question as put before them by the IFATSEA Executive Board.
- (c) **IFATSEA Executive Board Meetings**
These meetings will not normally be held more than twice in any one year at such time and place as the Officers shall decide. One such meeting will coincide with the Assembly meeting.

2. Attendance at Meetings

- (a) **Assemblies**
These shall consist of the elected officers of IFATSEA, plus Assembly Representatives as per Article I, Section 2(d).
- (b) **Special Assemblies**
These shall consist of those eligible to attend any other type of Assembly.
- (c) **Executive Board Meetings**
These shall consist of the elected officers of IFATSEA.
- (d) **Advisor attendance**
Each affiliate may, in addition to their Assembly Member, have in attendance other representatives for their organisation as advisors and/or Committee participants. These representatives may not speak at Assemblies unless called upon by their individual Assembly Member. In the event of meeting space limitations, these representatives may be required to not sit at the Assembly meeting table.

(e) Proxy Attendance

In the event a Member Association (Article I, Section 2(d)) is unable to attend a meeting, the duly designated proxy or deputy shall present to the Assembly a credential in duplicate, countersigned by the President or Chairman and the secretary or other official of the respective Affiliate. The original shall be retained by the Executive Secretary of IFATSEA. Voting powers during temporary absences from an Assembly are to be dealt with in accordance with schedule "A" section 11 of the IFATSEA By-Laws.

(f) General Attendees

These consist of other persons permitted to attend meetings and shall consist of those designated to carry out specific meeting duties, Associate Members, observers from appropriate organisations, invited guests and Corporate Members as authorised by the Officers of IFATSEA.

3. Agenda

Agenda items may be proposed from Member Associations or from the Executive of IFATSEA. The final agenda shall be issued at least thirty days prior to a Special Assembly and at least sixty days prior to all other types of Assemblies.

4. Jurisdiction

All duly convened Meetings, namely Assemblies and Executive Board Meetings, have full authority to make decisions and determinations that are binding upon IFATSEA. However, the authority of Special Meetings shall be limited solely to the subject or subjects specifically indicated in the agenda of such Special Meetings.

5. Quorum

A quorum shall consist of a simple majority of those member associations eligible to attend Assemblies and at least 2/3 of the elected members of the IFATSEA Executive Board.

6. Voting

All questions properly brought before a meeting shall be determined by a majority vote of the voting representatives on the basis of one vote for each affiliate. The rules of order to be followed at any and all meetings shall be specified in the Constitution and By-Laws.

An Elective Officer of IFATSEA shall not be entitled to a vote except when he is an Assembly Member. In the event of equality of votes, the Chairman, even if he is not an Assembly Member, shall have a casting vote.

Resolutions passed at Assemblies will become IFATSEA policy. An amendment to the Constitution requires a two-thirds majority of the votes to be cast in favour of the amendment by the Assembly Members present and voting.

7. Order of Business

The order of business at Assemblies shall be as follows:

1. Call to Order by President.
2. Roll Call of Assembly Members.
3. Apologies for Absence.
4. Nomination and election of Scrutineer and Tellers.
5. Correspondence and applications for membership.
6. Composition of Standing Committees.
7. Presentation of reports of previous meetings.
8. Reports of Executive Board.
9. Report of Treasurer.
10. Consideration of matters submitted in writing by affiliates.
11. Reports of Standing Committees.
12. New Business.
13. Nomination and election of Officers.
14. Future Meetings and Closure.

Article V

Executive

Executive Board

1. ~~Number of~~ Elective Officers

The Elective Officers ("Officers") of IFATSEA shall be: President, ~~three (3)~~ Vice ~~President~~Presidents, Executive Secretary, ~~and~~ Treasurer and four (4) Regional Directors one each from the following regions: Europe, Americas, Asia-Pacific and Africa.

2. Eligibility and Election

The ~~Elective~~ Officers of IFATSEA shall be Members in good standing or ~~officers~~Officers of an Association affiliated to IFATSEA and have the written support of their Association. They need not be Assembly Members.

Officers shall be elected by secret ballot at Assembly as set out in Article IV, Section 1(a). ~~Nominations may be accepted~~ from ~~nominations previously notified in writing to the floor. Affiliates may not nominate~~Executive Secretary. The terms of office of a candidate for Regional Director from outside their region.

~~In member of the Executive Board will be four years and in~~ order to ensure continuity of expertise not more than 50% of the Elective Officers will be elected at any Assembly. The Executive Board will decide at their meeting in Assembly year which ~~Officers~~officers will retire that year. Retiring ~~Officers may~~officers can be nominated for re-election.

~~The election~~Election of Officers shall be based on the principle of requiring a majority of the votes cast, that is fifty percent plus one. In the event that no one nominee receives a majority of votes cast for a specific office, then a further run off election will be held between the two candidates receiving the highest number of votes. In the case of a tie at any stage in the voting procedure the said tie shall be broken by ~~re-balloting~~reballoting for those candidates with equal votes.

The Officers shall take office immediately after Assembly and shall hold office as described herein.

In the event of the resignation or retirement of an Officer during his term of office, the ~~vacancy shall be filled by the Executive Board until the next regular election for the vacant position~~Executive Board is empowered to take steps to co-opt a substitute Officer on a temporary basis subject to ratification by Assembly.

The term of office of an Elective Officer shall be four years.

3. Authority and Responsibility

The ~~Elective~~ Officers collectively shall constitute the Executive Board authority and direction of IFATSEA unless Assembly is in session. Individually, the authority and responsibility of the ~~Officers~~~~Elective Officer~~ shall be:

~~(a)~~ (a) President:

The President shall preside at all Meetings, shall supervise all activities of IFATSEA, shall sign official documents as appropriate. He shall be responsible for the selection of representatives at all external meetings in the absence of an appointed representative by the Assembly. He shall carry out other responsibilities as prescribed within the IFATSEA Constitution and By-Laws.

~~(b)~~ (b) — Vice-~~President~~~~Presidents~~:

The ~~three (3)~~ Vice ~~President~~~~Presidents~~ shall assist the President and take over such duties as may be assigned ~~to them~~ by the President.

~~(c)~~ (c) — Executive Secretary:

The Executive Secretary shall be responsible for the management and administration of all activities of IFATSEA. He shall conduct all correspondence on behalf of IFATSEA as directed by the President and/or the Assembly. He shall render reports as required by the Assembly or the Executive Board. The Executive Secretary shall serve as the IFATSEA's registrar.

~~(d)~~ (d) — Treasurer:

The Treasurer shall be responsible for all funds of IFATSEA which he receives and shall deposit all such funds in the name of IFATSEA in such Bank or Banks as the Executive may designate. He shall make, sign and endorse in the name of IFATSEA the cheques, drafts, warrants and orders for the payment of money. He shall cause to be exhibited at all reasonable times his books and accounts to any Officer or Assembly Member. A complete statement of the financial position of IFATSEA shall be rendered by the Treasurer to Assemblies and Executive Board Meetings.

(e) Regional Director:

Regional Directors shall foster and promote IFATSEA's work and policies throughout their region in accordance with the constitution of IFATSEA. The Regional Director shall promote and encourage membership of IFATSEA by new member associations within their region. Regional Director shall ensure that the Executive Board is kept informed of the activities which are taking place within the regional groups.

Article VI

Management

1. Draft Releases

In order that IFATSEA policy may be determined, where no resolution or By-Laws exist, a statement of the matter concerned may be issued to all affiliates and, in the absence of objection, be deemed policy. At least sixty days for reply shall be allowed, unless the matter needs to be decided sooner.

~~2. Standing Committees~~

~~In order to investigate, study and initiate action on matters of particular interest, the Executive Board or Assembly may establish separate Standing Committees. The Standing Committees will be convened at Assemblies under the Chairmanship of a designated member of the Executive Board who will also delegate and co-ordinate the work of the Committee between Assemblies. The Chairman will be responsible for the submission of the Standing Committee reports and recommendations to the President and Assemblies as appropriate. The members of such Standing Committees shall be decided at Assemblies or by the Executive Board.~~

3. Maintenance of Records

There shall be maintained by the Executive Secretary a permanent record of IFATSEA policies and activities which will be available to affiliates.

Article VII

Changes and Interpretations of the Constitution

1. Changes of Constitution

This Constitution and By-Laws shall remain in force and effect, and shall not be altered, added to, amended or rescinded, except at Assembly or Special Assembly, of which due notice shall have been given in accordance with Article IV, Section 3.

2. Interpretation

This Constitution and By-Laws shall be interpreted by the President. In addition he shall rule upon all questions properly put and seconded before a meeting as defined in Article IV. In the event that an Assembly Member disputes the President's ruling, the President shall, if the Assembly Member has a seconder to the request for a ruling, put the question to the Assembly. Said dispute will then be decided by a majority vote of Assembly Members in attendance and voting.

Article VIII

Committees, Sub-committees and Working Groups

Regions

1. Standing Committees ~~Regional Organisation~~

~~There (a) ——— Affiliated Member Associations~~ shall be two permanent standing committees: the Operations Committee and the Strategic Committee.

The President, Executive Secretary and Treasurer shall be the permanent members of the Operations committee. The Operations Committee shall be responsible for the day-~~allocated~~to-day management of IFATSEA and shall report on their activities at each Executive Board meeting. The President shall chair the Operations Committee.

The Vice-President and the four Regional Directors shall be the permanent members of the Strategic Committee. The Strategic Committee shall plan and make recommendations on the long-term future of IFATSEA. The Strategic Committee shall report on their activities at each Executive Board meeting. The Vice-President shall chair the Strategic Committee.

At its discretion, the Executive Board may appoint other individuals to the standing committees.

2. Sub-committees

In order to investigate, study and initiate action on matters of particular interest, the Executive Board or Assembly may establish other sub-committees as required.

Membership on sub-committees shall be restricted to affiliated members. Individual sitting on sub-committees are expected to be able to speak on behalf of their association.

To ensure efficiency and efficacy, sub-committees membership shall not normally exceed ten (10) members including the Chair and Secretary.

Sub-committees shall elect their own Chair and Secretary and shall report on their findings and recommendation to the Executive Board at each Assembly.

Sub-committees may receive reports or presentations from affiliates or external agencies.

3. Working Groups

Sub-committees are authorized to create one or more working-~~regional~~ groups to execute the work and meet the needs of the sub-committee.

Sub-committees shall fix working group terms of reference and shall supervise and

report on the activities of working groups so created. Size and membership of working groups as shall be determined by the sub-committee. Working groups shall be chaired by a member of the sub-committee. Executive Board.

Working groups shall complete their work(b) — ~~Each region may cause to be set up such minimum organisation as is necessary to achieve the effective pursuance of the objects of IFATSEA.~~

~~2. — Regional Director~~

(a) — ~~The role of the regional director shall be to foster and promote IFATSEA's work and policies throughout their region in accordance with their terms of reference and report their findings to the appropriate sub-committee. Workgroups~~the constitution of IFATSEA.

(b) — ~~The Regional Director shall promote and encourage membership of IFATSEA by new member associations within the region.~~

(c) — ~~The Regional Directors shall be appointed by the Executive Board following consultation with the region and the appointment may be terminated at any time at the discretion of the Executive Board.~~

(d) — ~~The Regional Director may organise or encourage such meetings as are deemed necessary. These meetings are to be funded by the regional groups directly and no central funds are~~ open to all classifications~~be used for this purpose.~~

(e) — ~~It shall be the responsibility of~~ membership~~the Regional Director to ensure that the Executive Board is kept informed of the activities which are taking place within the regional groups.~~

(f) — ~~Regions must be self-financing. The Director cannot commit the spending of central funds without the specific authority of the board in writing.~~

(g) — ~~Regional Directors may use the approved logo and letterhead for IFATSEA purposes only. All letters stating IFATSEA policy and/or opinions must be cleared by the President or Executive Secretary at least 10 days in advance of intended publication and such requests will be dealt with within 10 days.~~

**By-Laws
Schedule A**

(Related to Article IV, Section 6)

- 1.** The President, or in his absence, ~~one of~~ the Vice-~~President~~Presidents, shall take the Chair at all Assemblies and Executive Board Meetings.
- 2.** Each speaker shall address him/herself solely to the Chair. The Chairperson shall have sole discretion for the order of calling speakers.
- 3.** Each motion or report shall be proposed and seconded before it is discussed. The proposer shall have the right of reply, in all cases, immediately before the vote is taken.
- 4.** Only one motion may be considered at one time.
- 5.** A motion may be amended. When more than one amendment is notified, they shall be considered singly, in order opposite to their movement and, if passed, be included in the original motion.
- 6.** The proposer may withdraw a motion with the consent of the seconder and a majority of those in attendance.
- 7.** An accredited delegate may, at any time, move "that the question now be put". The Chair shall put this motion to a vote without discussion and, if it is passed, the motion under discussion shall be voted on without further debate other than a summing up by the proposer.
- 8.** No delegate shall interrupt another while speaking, except to raise a point of order. He shall state the point which shall be decided by the Chair without debate.
- 9.** If a point of order is raised whilst a delegate is speaking, he shall cease until the validity of the point of order has been decided. If it is decided that the point of order is not valid, he may proceed.

10. Order of precedence of motions:

- (a) To adjourn.
- (b) A motion that the question now be put.
- (c) A motion to refer the matter to a Committee for investigation and report.
- (d) A motions to postpone the matter to a later specified meeting.
- (e) A motion that the matter lie on the table.
- (f) A motion for a vote of no confidence.
- (g) Other motions.

11. If a voting delegate be temporarily absent during the assembly, he may, with the permission of the President assign his/her voting powers:

- i) to an alternative delegate from the same affiliated member organisation.
- ii) to a voting delegate of an alternative affiliate willing to act in this capacity.

12. No delegate may speak more than once on the same motion, except with the permission of the Chairman, provided always that the proposer of a motion has the right of reply before the motion or amendment is put.

13. A motion to reconsider any matter previously discussed or resolution passed at that Meeting must be made by an Assembly Member who voted with the majority.

14. The regular order of business may be changed or suspended by the President or by a two-thirds majority of the meeting.

A.P. Mooney
IFATSEA Treasurer

October 2011

Resolution #2

Appoint existing Officers to new Executive Board

WHEREAS the 2013 General Assembly approved Resolution #1 thereby approving a new Constitution;

WHEREAS certain officers were properly elected or appointed under the previous Constitution;

WHEREAS it is in IFATSEA's best interest to have the existing officers continue on the Executive Board until the next regular election;

THEREFORE BE IT RESOLVED that the following Officers shall be appointed in the following roles effective September 7, 2013:

| Office: | To be filled by: | Next Election: |
|-------------------------|-------------------|----------------|
| President | Daniel Boulet | 2014 |
| Vice-President | Theo Kiritsis | 2016 |
| Executive Secretary | Dany Van de Biest | 2014 |
| Treasurer | Andy Mooney | 2016 |
| Director – Asia Pacific | Subit Kobiraj | 2014 |
| Director – America | Chuck Siragusa | 2016 |

Resolution #3

Fill remaining vacancies until next regular election

WHEREAS the 2013 General Assembly adopted Resolution #1 thereby approving a new Constitution;

WHEREAS the 2013 General Assembly adopted Resolution #2 thereby appointing the existing officers to the new Executive Board;

WHEREAS the positions of Director-Africa and Director-Europe remain vacant and must be filled;

THEREFORE BE IT RESOLVED that the above-noted positions shall be filled by the following process:

- 1) The delegates from the respective regions shall meet *in camera* and select an individual for appointment from within their respective regions;
- 2) The name of the individual shall be provided to the Executive Board before Friday, September 6, 2013;
- 3) The Executive Board shall meet and appoint the individuals selected as Regional Director(s) for their respective regions until the next regular election;
- 4) If delegates to the above noted regions are not able to reach a decision prior to the deadline, the matter will be brought before the General Assembly for resolution.

BE IT FURTHER RESOLVED that the appointments of Director-Europe and Director-Africa take effect on September 7, 2013.