

Agenda item: 6 – Review of IALA Constitution

IALA CONSTITUTION

Background

The IALA General Assembly held in May 2014 approved a new text for the IALA Constitution after proposals made by the Legal Advisory Panel.

Review of the IALA Constitution is an ongoing work item for the LAP.

Action requested from the Panel

The LAP is requested to start reviewing the IALA Constitution, bearing the following in mind:

- At the first session of the IALA 12th General Assembly there was a lengthy discussion about which IALA organ should approve standards as standard approval is neither part of the General Assembly functions, nor the Council's;
- The Industrial Members' Committee (IMC) made a proposal for a change, as per footnote on page 6 of this input paper.

Supporting documents

- IALA Constitution
- Input paper LAP15-7-1 on IALA documentation policy

Constitution of IALA

Approved 27 May 2014

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 an international association established and governed by the French law of 1st July 1901 and the decree of 16th August 1901.

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;
- facilitating mutual exchange of information with organisations representing the users of aids to navigation;
- formulating and publishing appropriate recommendations, standards and guidelines, manuals and other appropriate papers;
- 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, working groups or other such bodies as may be appropriate to study special issues;
- facilitating 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 reviewed 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 Suspension or termination of membership

5.3.1 Some or all membership rights may be suspended

- 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
until the member has met such financial or other obligations

5.3.2 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, which will be approved by the General Assembly.

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-one elected Councillors and three non-elected Councillors as follows:

Elected Councillors:

- the Heads of National member authorities or their representatives 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 the National Authority of the IALA Host nation or his/her representative;
- the Head, from time to time, of the National Authority of the country wherein the next IALA Conference will be held or his/her representative;
- the Head, from time to time, of the National Authority of the country wherein the last Conference was held or his/her representative.

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 Finance and Audit 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 and/or facilitates other such bodies as may be appropriate and their term of reference.
- determines rules of procedure for committees and other such bodies as may be appropriate and their terms of reference;
- approves recommendations, guidelines, manuals and other appropriate papers;
- approves submissions to other organisations;
- decides the venue and the year of the next IALA Conferences and symposiums;
- establishes rules for participation in IALA Conferences and Symposiums;
- convenes General Assemblies;
- approves 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;

IALA CONSTITUTION – approved 27th May 2014

- 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 Finance and Audit 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 matters relevant to the aim of IALA with the objective of preparing standards, recommendations, guidelines and manuals for IALA members and submissions to other organisations. 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.¹

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 vote.

Article 13. Duration and Termination

The duration of IALA is unlimited

Except as noted below, 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

¹ The IMC suggested replacing this clause by the payment of the year of the Conference plus the two years immediately after the Conference

IALA CONSTITUTION – approved 27th May 2014

responsible for the winding up of IALA and distribution of assets to charitable or technical organisations connected with marine aids to navigation.

In the event of IALA being constituted as an international organization based on an international agreement Council must arrange for the winding up of IALA and the formal transfer of ownership of all assets free of charge and without reservation into the possession of the organization constituted according to the international agreement. This Constitution will terminate without further action when the formalities for termination required by French law commenced by the Council are complete.