



Transition COUNCIL
2nd session



18-19 September 2024
Headquarters, France

7.2 – RESOLUTION adopted on 25 June 2024

The Resolution in the annex was adopted by Council 80 on 25 June 2024. For administrative purposes, the same Resolution must also be approved by the Transition Council.

Rights, assets, interests, liabilities and the staff must be transferred from the association to the IGO. The transfer is pursuant to French law as explicitly stated in No. 8 of the transitional arrangements of the Convention.

In line with Art. 13 of the constitution of the association the Council must arrange for the winding up of IALA (the association) and the formal transfer of assets etc. into the possession of the IGO.

After seeking advice from the French lawyer and to arrange for the winding up of the association, the Council needs to agree formally on three aspects:

- Transfer of rights, interests, assets, liabilities and the staff of the association to the IGO.
- Transfer of the head office real estate property complex to the IGO.
- Explicitly authorizing the Secretary-General of the association to carry out all formalities, filings, dealings with any administration or institution to make any declarations, sign any documents and generally do anything useful and necessary when transferring the rights, assets, interests, liabilities and the staff.

THE COUNCIL IS INVITED TO

Approve the Resolution as included in the Annex.



Annex

7.2 - RESOLUTION adopted on 25 June 2024**English version**

THE COUNCIL,

RECALLING Article 8 of the constitution of the International Association of Marine Aids to Navigation and Lighthouse Authorities (IALA) and the powers of the Council;

RECALLING Article 13 of the constitution of the International Association of Marine Aids to Navigation and Lighthouse Authorities in case IALA is being constituted an international Organization;

RECALLING Articles 1, 3, 4 and 8 of the Transitional Arrangements annexed to the Convention establishing the International Organization for Marine Aids to Navigation, which state, inter alia, that the Secretary-General of the International Association of Marine Aids to Navigation and Lighthouse Authorities shall act as Secretary-General of the International Organization until the General Assembly elects the Secretary-General in accordance with the said Convention;

MINDFUL OF the responsibility of the Council for the winding up of the association and the formal transfer of ownership of all assets according to French law;

RECOGNIZING that the Secretary-General acts as legal representative and Chief Executive of the association in accordance with Article 8.2.2 of the Constitution;

DECIDES

1. Based on a global universal transfer, all rights, assets, interests, liabilities and the staff will be transferred from the International Association of Marine Aids to Navigation and Lighthouse Authorities to the International Organization for Marine Aids to Navigation as soon as possible after the entry into force of the convention in order to foster winding up of the association according to the requirements of French law before.
2. Explicitly, that the head office real estate property complex, situated in Saint Germain en Laye (78100), France, 10 to 30 rue des Gaudines and 21 to 29 avenue Saint Fiacre, will be transferred to the International Organization for Marine Aids to Navigation.
3. To this end, the Council mandates and gives full powers to the Secretary-General to, on its behalf, acting both on behalf of the International Association of Marine Aids to Navigation and Lighthouse Authorities and on behalf of the International Organization for Marine Aids to Navigation under the above-mentioned Transitional Arrangements, execute and carry out all formalities, filings, dealings with any administration or institution in order to make any declarations, sign any documents legal act of transfer and generally do anything useful and necessary to achieve the transfer of all rights, assets, interests, liabilities and the staff.



Annexe en version française

7.2 - RÉOLUTION adoptée le 19 septembre 2024

LE CONSEIL,

RAPPELANT l'article 8 des statuts de l'Association Internationale de Signalisation Maritime (AISM) au cas où l'AISM serait constituée en organisation internationale ;

RAPPELANT l'article 13 des statuts de l'Association Internationale de Signalisation Maritime au cas où l'AISM serait constituée en organisation internationale ;

RAPPELANT les articles 1, 3, 4 et 8 des dispositions transitoires annexées à la Convention portant création de l'Organisation Internationale pour les aides à la navigation maritime indiquant notamment que le secrétaire général de l'Association Internationale de Signalisation Maritime fait office de Secrétaire général de l'Organisation internationale jusqu'à la mise en place du Secrétariat de celle-ci conformément à ladite convention.

CONSCIENT de la responsabilité du Conseil pour la dissolution de l'association et le transfert formel de la propriété de tous les actifs conformément à la loi française ;

RECONNAISSANT que le Secrétaire général agit en tant que représentant légal et chef exécutif de l'association conformément à l'article 8.2.2. ;

DÉCIDE

1. Sur la base d'un transfert universel global, que tous les droits, actifs, intérêts, passifs et le personnel seront transférés de l'Association Internationale de Signalisation Maritime à l'Organisation internationale pour les aides à la navigation maritime dès que possible après l'entrée en vigueur de la Convention afin de favoriser la dissolution de l'association conformément aux exigences de la législation française en vigueur.
2. Explicitement, que l'ensemble immobilier du siège social, situé à Saint Germain en Laye (78100), France, 10 à 30 rue des Gaudines et 21 à 29 avenue Saint Fiacre, sera transféré à l'Organisation Internationale pour les aides à la navigation maritime.
3. A cet effet, le Conseil mandate et donne tous pouvoirs au Secrétaire général pour, en son nom, agissant tant pour le compte de l'Association Internationale de Signalisation Maritime que pour le compte de l'Organisation Internationale pour les aides à la navigation maritime en vertu des dispositions transitoires sus-énoncées, exécuter et effectuer toutes formalités, dépôts, démarches auprès de toute administration ou institution en vue de faire toutes déclarations, signer tous documents, actes juridiques de transfert et généralement faire tout ce qui sera utile et nécessaire pour réaliser le transfert de tous les droits, actifs, intérêts, passifs et du personnel.