**AGREEMENT**

**Establishing**

**The International Association of Marine Aids to Navigation and Lighthouse Authorities**

**Preamble**

**The States Parties to this agreement,**

RECALLING that the International Association of Lighthouse Authorities was established on 1st July 1957 following a conference of national lighthouse authorities held in Scheveningen the Netherlands; RECALLING ALSO that the International Association of Lighthouse Authorities was renamed the International Association of Marine Aids to Navigation and Lighthouse Authorities by its General Assembly in Hamburg Germany in 1998;

IN FURTHERANCE of the provisions of Regulation 13 Chapter V of the International Convention for the Safety of Life at Sea 1974 as amended;

RECOGNISING the importance of the International Association of Marine Aids to Navigation and Lighthouse Authorities in the furtherance of the improvement and continued harmonisation of marine aids to navigation for the safe, economic and efficient movement of vessels;

RECALLING FURTHER that the International Association of Marine Aids to Navigation and Lighthouse Authorities is currently classified as a non-governmental organisation (NGO); and

BEING DESIROUS of promoting the more effective and efficient operation of the International Association of Marine Aids to Navigation and Lighthouse Authorities;

HAVE AGREED as follows:

**Article 1– SEAT**

The International Association of Marine Aids to Navigation and Lighthouse Authorities (hereinafter referred to as ‘IALA’) is hereby established as an international association, the seat of which is in France.

**Article 2– ORGANISATION**

The organs of IALA shall be:

(a) the General Assembly as set out in Article xx;

(b) the Council as set out in Article xx;

(c) the Committees as set out in Article xx;

(d) the Secretariat headed by a Secretary General as set out in Article xx;

IALA shall pursue its aim and functions as set out in Articles 2 and 3 below.

# Article 3. AIM

The aim of IALA shall be to foster the safe, economic and efficient movement of vessels, through improvement and harmonisation of marine aids to navigation worldwide and other appropriate means, for the benefit of the maritime community and the protection of the environment.

IALA shall be secular and non-political.

IALA shall bring together services and organisations concerned with the provision or maintenance of marine aids to navigation and allied activities, at sea and on inland waterways.

Note: The term “marine aids to navigation” shall 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 4. FUNCTIONS

The aim of IALA shall be 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 marine 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 5. FUNDING

IALA shall be funded from subscriptions, grants and gifts as generally permitted by law. The budget and accounts of IALA shall be approved by a simple majority of the Council.

**Article 6.** **LEGAL PERSONALITY PRIVILEGES AND IMMUNITIES**

IALA shall have international and domestic personality. It shall enjoy in France such privileges and immunities as are necessary for the exercise of its functions. These privileges and immunities shall be as defined in an agreement between IALA and the Government of France.

IALA shall enjoy such legal capacity as may be necessary for the exercise of its functions and the fulfilment of its aim. It shall, in particular, have the capacity to contract, to acquire and dispose of immovable and moveable property, and to be a party to legal proceedings.

# Article 7. RELATIONSHIP WITH OTHER ORGANISATIONS

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

# Article 8. MEMBERSHIP

## 8.1 Member groups

IALA shall comprise National members, Associate members, Industrial members and Honorary members.

* **National membership** may be applied for by a National Authority of any State Party to this Agreement, or any part of that State, 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 marine 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.

## 8.2 Applications for membership

All applications for membership and changes in the type of membership shall be 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 shall constitute an agreement to pay the appropriate annual subscription as laid down from time to time.

## 8.3 Termination of membership

### 8.3.1 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.

### 8.3.2 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 9. LOCATION

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 Council.

The duration of IALA is unlimited.

# Article 10. GENERAL ASSEMBLY

The General Assembly shall be the body of supreme authority in the Association. General Assemblies of members shall be 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 xx).

## 10.1 Functions of the General Assembly

The General Assembly, among other things, shall:

* Decide the overall policy of IALA.
* Elect the members of the Council (see Article xx. Councillors shall be elected for the period between two General Assemblies. Councillors may be re-elected.
* Decide upon changes to the Constitution.

## 10.2 Rules on participation

Members of all categories may attend General Assemblies.

## 10.3 Rules on voting

* Only National members shall have voting rights at a General Assembly.
* Each National member shall have one vote.
* Decisions of the General Assembly, other than those relating to the Constitution (see Article xx) shall be 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 11. COUNCIL

## 11.1 Election of the Council:

IALA shall be 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.

## 11.2 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.

### 11.2.1The 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.

### 11.2.2 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.

### 11.2.3 Functions of the Council:

The Council, among other things shall:

* Implement the overall policy of IALA as defined by its aims or by the General Assembly;
* Decide membership matters;
* Establish Committees relevant to the aims of IALA;
* Determine rules of procedure for Committees and their Terms of Reference;
* Approve Recommendations, Guidelines, Manuals and submissions to other organisations;
* Decide the venue and the year of the next IALA Conferences;
* Establish rules for participation in IALA Conferences and Symposiums;
* Convene General Assemblies;
* Approve the annual budget and accounts;
* Determine the rate of subscriptions;
* Decide upon the location of the Headquarters and registered office of IALA;

Furthermore, it 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;
* grant any power of attorney as required.

### 11.3 Council meetings

The quorum for a Council meeting shall be the President or the Vice President and one member of the Financial Advisory Committee .

### 11.4 Voting procedures

A Council decision shall 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 casting vote.

The President or the Vice President may decide to carry out a postal [or electronic] vote among the Councillors.

# Article 12. COMMITTEES

Committees shall be 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 13. CONFERENCES AND EXHIBITIONS

All categories of IALA member shall be 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 14. 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 15. 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.

Article 16 - SIGNATURE, RATIFICATION, ACCEPTANCE, APPROVAL AND ACCESSIONThis Agreement shall be open for signature at the Headquarters of IALA from xx June 2014 until xx December 2014 and shall thereafter remain open for accession.

(a) States may express their consent to be bound by this Agreement by:

(i) signature without reservation as to ratification, acceptance or approval; or

(ii) signature subject to ratification, acceptance or approval, followed by ratification, acceptance or approval; or

(iii) accession.

(b) Ratification, acceptance, approval or accession shall be effected by the deposit of an instrument to that effect with the Secretary General of IALA and the Government of France.

# Article 17 - ENTRY INTO FORCE

17.1. This Agreement shall enter into force xx months following the date on which ten States have either signed it without reservation as to ratification, acceptance or approval or have deposited instruments of ratification, acceptance, approval or accession with the Secretary General of IALA and the Government of France.

17.2. For any State which ratifies, accepts, approves or accedes to this Agreement after the conditions in paragraph 17.1 for entry into force have been met, this Agreement shall enter into force xx months following the date of deposit by such State of the appropriate instrument, but not before this Agreement has entered into force in accordance with paragraph 17.1.

**Article 18 – TRANSITIONAL PROVISIONS**

# 18.1 During the period between signature of this Agreement and its entry into force IALA shall continue to operate in accordance with its Constitution dated 23May 2006.

# 18.2 On entry into force of this Agreement IALA will continue to assume all the rights, obligations and liabilities, including those in respect of its staff, which it held immediately prior to the entry into force of this Agreement.

# 18.3 On entry into force of this Agreement, National members, who have neither signed it without reservation as to ratification, acceptance or approval nor deposited instruments of ratification, acceptance, approval or accession with the Secretary General of IALA shall for a period of eight years therefrom continue to be bound by, and have the same rights, benefits and obligations as set out in the IALA Constitution dated 23May 2006.

# Article 19 - DENUNCIATION

19.1 This Agreement may be denounced by any Party at any time after the expiry of one year following the date on which this Agreement comes into force for that State.

19.2 Denunciation shall be effected by the deposit of an instrument to that effect with the Secretary General of IALA and the Government of France.

19.3 A denunciation shall take effect one year, or such longer period as may be specified in the instrument of denunciation, following its receipt by the Secretary General of IALA.

# Article 20 - DEPOSITARY

20.1 This Agreement shall be deposited with the Government of France.

20.2 The Secretary General of IALA shall:

(a) inform all States which have signed or acceded to this Agreement of:

(i) each new signature or deposit of an instrument of ratification, acceptance, approval or accession, together with the date thereof;

(ii) the date of entry into force of this Agreement;

(iii) the deposit of any instrument of denunciation of this Agreement, together with the date of the deposit and the date on which denunciation takes effect; and

(iv) other declarations and notification received pursuant to this Agreement.

(b) transmit certified true copies of this Agreement to all States that have signed or acceded to this Agreement

20.3 A certified true copy of this Agreement shall also be transmitted to the Secretary General of IMO with a request for action as appropriate and circulation to all member-governments of that Organisation.

# Article 21

This Agreement is established in a simple copy in the English and French languages each text being equally authentic.

IN WITNESS WHEREOF, the undersigned being duly authorised thereto by their Governments have signed the Agreement establishing the “International Association of Marine Aids to Navigation and Lighthouse Authorities”