

Agenda item 11 – Other IALA groups

11.1 Legal Advisory Panel

11.1.1 Documents submitted for approval

11.1.1 Changes to the IALA Constitution

Note by the Legal Advisory Panel

1 SUMMARY

This paper presents changes to the IALA Constitution for approval by Council in the form of a draft Council Input Paper for forwarding to the General Assembly.

1.1 Purpose of the paper

The purpose of this paper is to provide the opportunity for Council to review and approve changes to the IALA Constitution for forwarding to the General Assembly.

1.2 Related documents

Annex A contains proposed amendments to IALA's current Constitution.

Annex B contains a proposed input paper for forwarding to the General Assembly, adopting the amendments to the Constitution noted above.

2 BACKGROUND

2.1 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 October 2014.

2.2 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 the Association 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.

3 DISCUSSION

3.1 Changes to the IALA Constitution

- 3.1.1 The proposed changes to the IALA Constitution are shown in Annex A in mark-up. The majority of the changes to the Constitution are minor, and have been requested by Council in response to matters raised since the last General Assembly in 2010.
- 3.1.2 The most significant change is the proposed amendment of Article 13. This change has been proposed by the Legal Advisory Panel and is required to facilitate the winding up of the IALA Association upon entry into force of the International Agreement. It is suggested so that the transition process is both certain and smooth.
- 3.2 General Assembly Approval
- 3.2.1 Proposed text for a Council paper to recommend that the General Assembly approve the changes to the Constitution noted above is provided in Annex B.

4 REFERENCES

Nil.

5 ACTION REQUESTED OF COUNCIL

Council is requested to:

1. **Note** the interaction between the IALA constitution and the draft international agreement as described above.
2. **Approve** changes to the IALA Constitution as provided in Annex A for forwarding to the General Assembly.
3. **Approve** the text of the input paper provided in Annex B for forwarding to the General Assembly.

ANNEX A – CHANGES TO THE IALA CONSTITUTION

Article	Reason for Change
<p>Article 1. NAME</p> <p>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) an international association established and governed by the French Law of 1st July 1901 and the decree of 16th August 1901.</p> <p>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.</p>	<p><i>IALA should not be regarded as a NGO and mentioning the governing law is compulsory according to French law.</i></p>
<p>Article 2. AIM</p> <p>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.</p> <p>IALA is secular and non-political.</p> <p>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.</p>	
<p>Article 3. FUNCTIONS</p> <p>The aim of IALA is achieved by, among other things:</p>	

<ul style="list-style-type: none"> • 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 enhancing 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, or Working Groups or other such bodies as may be appropriate to study special issues; • promoting 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. 	<p><i>To take WWA into account</i></p> <p><i>To better reflect what IALA is actually doing</i></p> <p><i>To integrate other groups such as Forums, etc.</i></p> <p><i>Again to take the WWA into account</i></p>
<p>Article 4. RELATIONSHIP WITH OTHER ORGANISATIONS</p> <p>IALA will maintain liaison and cooperate with relevant intergovernmental, international and other organisations, offering specialised advice where appropriate.</p>	

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.

- ~~Individual membership~~

Individual membership was considered but rejected as it would make things more complicated if there's a HQ agreement or IALA becomes an IGO

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

<p>membership to be supported reviewed by a National Authority of the area where the applicant carries out his activities or has his principal place of business.</p> <p>Application for membership constitutes an agreement to pay the appropriate annual subscription as laid down from time to time.</p> <p>5.3 Suspension or Termination of membership</p> <p>5.3.1 Some or all Membership rights may be suspended:</p> <ul style="list-style-type: none"> • 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 <p>until the Member has met such financial or other obligations.</p> <p>5.3.2 National, Associate and Industrial Membership may be terminated:</p> <ul style="list-style-type: none"> • 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. <p>5.3.32 Industrial Honorary membership may be terminated:</p> <p>• by resignation of the member; or</p> <p>• by decision of the Council for non-</p>	<p><i>“Reviewed” is less committing for National Members than “supported”</i></p> <p><i>Suspension of rights was suggested by the IMC at Council session 51</i></p> <p><i>There is no need to keep two different articles – one for National Membership and the other for Associate and Industrial Membership – stating exactly the same conditions.</i></p>
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<p>payment of subscription, or;</p> <p>• by decision of the Council for any justifiable cause in the best interest of IALA.</p>	
<p>Article 6. SEAT</p> <p>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 ratified by the General Assembly.</p> <p>The duration of IALA is unlimited.</p>	<p><i>Ratification by the General Assembly is compulsory according to French law.</i></p> <p><i>Duration was moved to Article 13 – Duration and termination.</i></p>
<p>Article 7. GENERAL ASSEMBLY</p> <p>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).</p> <p>7.1 Functions of the General Assembly</p> <p>The General Assembly, among other things:</p> <ul style="list-style-type: none"> • 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. <p>7.2 Rules on participation</p>	

<p>Members of all categories may attend General Assemblies.</p> <p>7.3 Rules on voting</p> <ul style="list-style-type: none"> • 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. 	
<p>Article 8. COUNCIL</p> <p>8.1 Election of the Council:</p> <p>IALA is administered by a Council comprising up to twenty-one twenty-two elected Councillors and two three non-elected Councillors as follows:</p> <p>Elected Councillors:</p> <ul style="list-style-type: none"> • the Heads of National members 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. <p>Non-elected Councillors:</p>	<p><i>To take into account the requirement in the MOU with France to give France a permanent seat at the Council, without extending the number of Councillors.</i></p> <p><i>For consistency with the French text.</i></p>

- the Head, from time to time, of the National Authority of the IALA Host Nation;
- the Head, from time to time, of the National Authority of the country wherein the next IALA Conference will be held;
- the Head, from time to time, of the 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~~ 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 and/or facilitates other such bodies as may be appropriate relevant to the aims of IALA;
- Determines rules of procedure for Committees and other such bodies as may be appropriate and their Terms of Reference;
- Approves Recommendations, Guidelines, Manuals and ~~submissions to other Organizations~~ 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;

Amended in the light of having PAF an external forum hosted by IALA and taking the WWA into account.

*Made a separate paragraph
Less restrictive*

Symposiums are missing in the current Constitution

<ul style="list-style-type: none"> • Approves the annual budget and accounts; • Determines the rate of subscriptions fees; • 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. <p>8.3 Council meetings</p> <p>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.</p> <p>8.4 Voting procedures</p> <p>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.</p> <p>The President or the Vice President may decide to carry out a postal [or electronic] vote among the Councillors.</p>	<p><i>To take into account the problem encountered by a National Member with the wording “subscriptions”.</i></p>
<p>Article 9. COMMITTEES</p> <p>Committees are established by the Council to</p>	

<p>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 matters relevant to the aim of IALA matters, with the aim objective of preparing 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.</p> <p>Committees will work under the rules stated in the “Rules of Procedure for IALA Committees” approved by the Council.</p>	<p><i>To avoid exhaustive lists of subjects.</i></p>
<p>Article 10. CONFERENCES AND EXHIBITIONS</p> <p>All categories of IALA members are entitled to be represented at an IALA Conference.</p> <p>Non-members may only participate in an IALA Conference with the approval of the Council.</p> <p>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.</p>	
<p>Article 11. FUNDING</p> <p>IALA shall be funded from subscriptions fees, grants and gifts as generally permitted by law.</p>	
<p>Article 12. CHANGES TO THE CONSTITUTION</p> <p>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.</p>	

<p>Alterations to the Constitution by this method require a two-thirds majority of National members taking part in the postal vote.</p>	
<p>Article 13. DURATION AND TERMINATION</p> <p>The duration of IALA is unlimited.</p> <p>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 responsible for the winding up of IALA and distribution of assets to charitable or technical organisations connected with marine aids to navigation.</p> <p>In the event of IALA being constituted as an International Organisation based on an International Agreement this Constitution will terminate without further action when the International Agreement enters into force. The ownership of all assets and liabilities will, at that date, be formally transferred free of charge and without reservation into the possession of the IALA constituted according to the International Agreement.</p>	<p><i>Deleted from Article 6 – Seat</i></p> <p><i>Inserted to allow for the automatic cessation and transfer of assets upon entry into force of the International Agreement.</i></p>

General Assembly	Approval
Agenda item	XXX
Submitted by	Council

Approval of Changes to the IALA Constitution

1 SUMMARY

This paper presents changes to the IALA Constitution for approval by the General Assembly.

1.1 Purpose of the paper

The purpose of this paper is to provide the opportunity for the General Assembly to review and approve changes to the IALA Constitution.

1.2 Related documents

Annex A contains proposed amendments to IALA's current Constitution.

2 BACKGROUND

- 2.1 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 this General Assembly in 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 International Agreement. The current estimate for this is in the order of 2 years from October 2014.
- 2.2 In light of support for the move toward International Organisation status the Constitution could also be amended at this time to allow the Association, through its governing bodies, to exercise the necessary powers to terminate the Association when the circumstances are appropriate to do so. It is suggested that this change could allow for automatic termination on entry into force of the International Agreement.

3 DISCUSSION

3.1 Changes to the IALA Constitution

- 3.1.1 The proposed changes to the IALA Constitution are shown in Annex A in mark-up. The majority of the changes to the Constitution are minor, and have been requested by Council in response to matters raised since the last General Assembly in 2010.
- 3.1.2 The most significant change is the proposed amendment of Article 13. This change is required to facilitate the winding up of the IALA Association upon entry into

force of the International Agreement. It is suggested so that the transition process is both certain and smooth.

3.2 General Assembly Approval

- 3.2.1 General Assembly approval of the changes noted in Annex A is recommended by Council. These changes will facilitate the operation of IALA until such time as the International Agreement enters into force. They will also allow for the winding up of the current IALA Association when it is appropriate to do so.
- 3.2.2 The changes suggested to Article 13 will ensure that there is no confusion about the process or timing for changing the legal structure under which the IALA of the future will operate. These mechanisms have been reviewed by IALA's Legal Advisory Panel and are consistent with the related processes in the draft International Agreement.
- 3.2.3 Changes to the IALA Constitution will take effect immediately upon approval.

4 REFERENCES

Nil.

5 ACTION REQUESTED OF GENERAL ASSEMBLY

General Assembly is requested to:

- 1. **Note** the interaction between the IALA constitution and the draft International Agreement as described above.
- 2. **Approve** changes to the IALA Constitution as provided in Annex A.