



CONSTITUTION AND BYLAWS

Amended January 14, 2019

INTERNATIONAL COUNCIL OF AIRCRAFT OWNER and PILOT ASSOCIATIONS

CONSTITUTION AND BYLAWS *International Council of Aircraft Owner and Pilot Associations*

Article I -- Name -- The name of this organization is the International Council of Aircraft Owner and Pilot Associations, abbreviated IAOPA.

Article II -- Composition -- The IAOPA is a nonprofit organization, comprised of not more than one national aircraft owner and pilot organization from each nation throughout the world.

Article III -- Governing Authority of the IAOPA -- The governing authority of the IAOPA is the Executive Board, hereafter referred to as the Board. The chief executives of all accredited member organizations, each of whom shall have qualified for a valid pilot certificate, shall comprise the Board. Their names shall be listed with IAOPA headquarters before April 1 of each calendar year. A minimum of 13-member organizations, each represented by its chief executive, shall constitute the first legal Board of the permanent IAOPA.

Article IV -- Headquarters -- The location of the IAOPA headquarters shall be determined by the President, subject to approval by the Board.

Article V -- Purposes -- The purposes of IAOPA are:

1. To facilitate the movement of aircraft internationally, for peaceful purposes, in order to develop friendship and understanding among peoples of the world.
2. To coordinate the views and opinions of member organizations as expressed by members of the Board, with respect to proposed requirements, recommended practices, procedures, rules, facilities and services for international aviation.
3. To represent the views and interests of the Board on general aviation matters at Regional, Divisional, Commission, Committee and Council meetings of the International Civil Aviation Organization.
4. To develop and promote desirable and usable standardization for the regulation and guidance of general aviation.
5. To encourage the implementation of planned systems, facilities, services and procedures in order to promote flight safety and efficiency for general aviation.
6. To collect from and disseminate among member organizations information, data and statistics relating to general aviation, including, inter alia, those pertaining to the progress of air navigation, communications, facilities and the operation of general aviation aircraft.

Article VI -- Membership -- National organizations, comprised only of aircraft owners and/or pilots, or wholly autonomous pilot-owner divisions or sections of national aviation organizations, shall be eligible for membership in the IAOPA. In this latter case, the chief executive of the pilot-owner division or section of the national organization shall serve as that organization's member of the Board. For accreditation purposes, a pilot is defined as any individual who has soloed an aircraft.

Article VII -- Regular Meetings of the Board -- Regular meetings of the Board shall be held once every two years, upon call of the president or upon written request of ten members of the Board, addressed to the IAOPA Secretariat. Not less than 18 months nor more than 30 months shall intervene between regular meetings.

Article VIII -- Special Meetings of the Board -- Special meetings may be convened, between biennial meetings, by the president or upon written request from ten members of the Board, to consider urgent matters affecting international general aviation.

Article IX -- Notice and Agenda for Regular and Special Meetings -- Written notice of all Regular and Special meetings, as well as the relative agenda, shall be provided by the president to all members of the Board at least 90 days in advance of the dates on which such meetings are convened.

Article X -- Representation at Regular and Special Meetings -- IAOPA officers and all accredited members of the Board are eligible to attend Regular or Special meetings. In case it may not be possible for a Board member to be present at any scheduled meeting, he may designate another pilot member of his national organization to represent the member organization at Regular and Special meetings. Not more than two technical or scientific advisors may participate with Board members or their duly designated representative in Regular or Special meetings but shall not be eligible to vote. Accredited observers shall be welcome but shall not be eligible to vote.

Article XI -- Quorum at Regular and Special Meetings -- A quorum at all Regular and Special meetings of the Board shall consist of those member organizations in attendance.

Article XII -- Regional Meetings -- Regional meetings of the Board may be convened at the request of three or more members whose headquarters are located in any single ICAO region. Such requests, together with information on the agenda items to be discussed and the name of the organization accepting responsibility for secretarial arrangements shall be submitted to the IAOPA president for prior approval. The recommendations emanating from Regional meetings are not binding on the IAOPA until approved by the next Special or Regular meeting of the Board.

Article XIII -- Meeting Rules and Procedures -- All questions of meeting rules and procedures, not specifically provided for in the Constitution and Bylaws of the IAOPA, shall be determined by the Board as needs arise.

Article XIV -- Duties and Responsibilities of the Board -- The duties and responsibilities of the Board are:

1. To promote nationally through their respective member organizations, when practicable, the applicable purposes of the IAOPA as listed under Article V.
2. To make recommendations and proposals to the president of the IAOPA for the progressive development of standards, practices, procedures, expanded regional plans, facilities and services needed by or desirable for general aviation during international operations.
3. To vote the unit strength of member organizations which they represent at duly convened meetings and on general aviation proposals affecting international operations which are submitted by the IAOPA president.
4. To elect the officers of the IAOPA.

Article XV -- Officers of the IAOPA -- The elective officers of the IAOPA are a president and a maximum of ten regional vice presidents. Regions of the world from which eight vice presidents may be elected, shall correspond to those established by the International Civil Aviation Organization. Each vice president shall reside in the region

for which he was elected. Two vice presidents may be elected from those areas of the world not specifically included in an ICAO Region. One of the elected regional or other area vice presidents shall be appointed by the president as senior vice president of the IAOPA.

The term of office for each elected officer shall be four years, beginning January 1 of the year following their election. All elected officers shall be eligible for reelection.

The secretary and treasurer of the IAOPA shall be appointed by the president. They shall reside in the city in which the headquarters of IAOPA is located.

Article XVI -- Filling Vacancies in the Elective Offices - Any unexpired term vacancy in the office of president shall necessitate the election of a new president, in accordance with the procedures outlined in Articles XXIII and XXIV of this Constitution and Bylaws, but not necessarily in accordance with the time and date periods specified therein.

Unexpired term vacancies in the office of any regional vice presidents shall be filled by the IAOPA president following advice and counsel from members of the Board located in the region or area affected.

Article XVII -- Duties and Responsibilities of the Officers of IAOPA –

(a) The President -- The president, representing the Board, is the chief executive officer of the IAOPA. He is empowered to authorize the employment of needed personnel and to discharge personnel as may be necessary, to direct the business affairs of the organization, to express, or delegate representatives to express the majority opinion views of the Board at all pertinent meetings of the International Civil Aviation Organization and take all actions necessary to further the facilitation, utilization and progress of international general aviation.

(b) The Senior Vice President -- When a vacancy occurs in the office of president, the senior vice president shall serve as acting president until such time a new president is elected for the unexpired term.

(c) Regional Vice Presidents -- Regional vice presidents shall act to stimulate the interest and expansion of IAOPA in their respective regions or areas. In addition, they may be requested by the president to attend and report on International Civil Aviation Organization meetings held in the region or area which they represent.

(d) The treasurer shall be responsible for supervision of the IAOPA accounting system and for the receipt and disbursement of all funds. He/She shall prepare a balance sheet and a profit and loss statement pertaining to the financial affairs of the Council for each calendar year, and a budget for following years on a biennial basis. Both shall be submitted to the President for consideration by the Finance Committee no later than December 1 of each year.

(e) The secretary shall act to coordinate and execute the decisions of the Board and the president; he shall organize, direct and supervise the headquarters secretariat staff and their functions in order to assure proper conduct of the organization's business operations; and he shall maintain permanent records on all organizational activities.

Article XVIII -- Receipt and Deposit of IAOPA Funds -- Funds shall be received by the treasurer or his authorized assistant. They shall be deposited in a bank or banks satisfactory to the Board.

Article XIX -- Approval of Expenditures and Disbursement of the IAOPA Funds -- Financial Obligations of the IAOPA, previously approved by the president, or authorized by the budget shall be paid by checks signed by the IAOPA president and treasurer. In the temporary absence of either, the secretary shall be authorized to countersign such checks. All officers and employees receiving or disbursing funds shall be bonded.

Article XX -- Finance Committee -- The Board shall establish a Finance Committee consisting of three (3) members of the Board, plus the President and the Treasurer (ex-officio). The Treasurer will not have a vote. The term of

office on the Finance Committee of the three (3) Board members shall be until the next regular Board meeting. They can be reappointed by the Board. The functions of the Finance Committee shall be:

(a) to review the past and projected financial statements and to make any changes in the budget necessitated by the financial condition of the Council. The approved budget shall be notified to the President no later than January 1 of each year.

(b) to review the dues structure and recommend any changes necessitated by the financial condition of the Council. Any recommended changes shall be notified to the Secretariat for processing as an amendment to the Constitution and Bylaws.

Article XXI -- Voting -- All questions brought before the Board whether at Regular or Special meetings or by correspondence from the president, shall be determined by majority vote based upon the total number of unit votes cast.

Members of the Board, or their duly constituted representative are entitled to one-unit vote on all questions placed before them for each 3,500 accredited members* or fraction thereof in the national organizations which they represent.

* An accredited member is a pilot or aircraft owner who has paid an annual membership fee to the national member organization.

Members of the Board shall have a maximum of 80 days to vote on questions presented to them via certified airmail by the IAOPA president. Start of this 80-day period shall commence with the date shown on the communication or ballot forwarded by the IAOPA president. Votes returned to IAOPA headquarters, postmarked after expiration of the voting period, shall be considered null and void.

Elective officers of the IAOPA, while serving as members of the Board, or their duly named representatives, may vote the unit strength of the organizations which they represent on all questions coming before the Board.

Article XXII -- Certification of National Organization Membership Totals to the IAOPA -- The chief executive of each member organization shall provide the IAOPA headquarters with the exact number of accredited members in the national organization which he represents prior to January 1 of each year. The number of members thus provided shall determine the unit voting strength for each national member organization for the subsequent calendar year.

Article XXIII - Nominations Committee -- A Nominations Committee, consisting of five officers from member organizations in good standing, shall be appointed by the IAOPA president at least six months prior to termination of the expiring term of office. One of the appointed members shall be designated as chairman. Members of the nominating committee need not be members of the Board.

When a vacancy occurs in the office of president, the senior vice president shall proceed as quickly as possible to appoint the Nominations Committee.

The Nominations Committee shall select not more than two (2) candidates for each position to be filled, that is the presidency, and regional vice presidencies. A candidate for president must be a pilot member of one of the organizations affiliated with IAOPA and must be put forth to the Nominations Committee by his or her national organization. A candidate for regional vice president must be a pilot member of one of the organizations affiliated with IAOPA and must be put forth to the Nominations Committee by his or her national organization in the region. Officer nominations, from sources other than the Nominations Committee, shall be ineligible for inclusion on the election ballot.

The Nominations Committee shall submit its slate of officer candidates to the IAOPA president at least 90 days prior to termination of the expiring term of office.

Article XXIV - Election of IAOPA Officers - The Board, on a simple majority unit vote basis, shall elect the president and the several vice presidents of the IAOPA. Ballots, containing the names of all officer candidates selected by the Nominations Committee shall be provided all members of the Board by the IAOPA secretariat not less than 60 days in advance of the date on which newly elected officers shall take office. Completed ballots, signed by members of the Board, shall reach the IAOPA headquarters on or before December 31 of the election year. Ballots received after December 31 shall be considered null and void.

Article XXV -- Requirements for Membership in the IAOPA -- Only one national organization from each nation, all of whose members are certificated pilots or aircraft owners, which represents the interests and needs of general aviation and whose purposes agree substantially with those of the IAOPA, shall be eligible for membership. The chief executive of any applicant organization, when applying by letter for membership in the IAOPA, shall include therein (1) a list of the organization's officers, with addresses; (2) the total number of accredited pilot-owner members which comprise the organization at the time of application and (3) the amount of the membership fee which individual members pay to the national organization each year. One copy of the national organization's Constitution, Bylaws, or other governing regulations, preferably in the English language, shall accompany the letter application for membership.

Article XXVI -- Admissions to the IAOPA -- Organizations which meet the requirements for membership as specified in Article XXV, may be accepted on a provisional basis by the IAOPA president. Following acceptance on a provisional basis, the president shall notify his action to all members of the Board and request approval or disapproval of the action taken. Unless more than 33% of the Board, on a unit vote basis, disapprove of the president's action within 60 days from the time of notification, the provisionally accepted organization shall become an accredited member of the IAOPA. Any provisionally accepted organization, not subsequently approved by the Board, shall be entitled to a refund of annual membership dues if such were paid previously.

Article XXVII -- Annual Membership Fees -- Beginning January 1, 2019, the annual membership fee for national members of IAOPA each calendar year, payable on or before April 1, shall be in accordance with the following schedule.

Membership fee in IAOPA shall be determined based on the recommendation of the finance committee after reviewing the proposed budget for the upcoming calendar year as submitted by the Secretary General and approved by the Treasurer. Dues will be established in two categories, a minimum amount for all organizations with less than 500 or less accredited members, and a cost/member for those organizations with greater than 500 accredited members. These amounts shall be determined based on total membership numbers and calculated in to ensure the sum of all revenues collected cover proposed budget expenses. All fees shall be in US dollars.

The number of accredited members in the national organization shall be computed as of January 1, of the year for which the dues are payable.

Nonpayment of the annual membership fee, when due and payable, shall result in the cancellation of the Board member's right to vote. Voting privileges shall not be restored until delinquent membership fees have been remitted to IAOPA. Membership fees in arrears greater than two years shall result in the national organization losing its official status with IAOPA and being declared inactive.

Article XXVIII -- Resignations -- Resignations must be notified before April 1 of any calendar year. Otherwise, annual membership fees for the entire calendar year shall be payable to the IAOPA.

Article XXIX -- Expulsions -- Expulsion of member organizations shall be effected only by the Board for noncompliance with the Constitution or for actions detrimental to the purposes for which the IAOPA is founded. A total affirmative vote (for expulsion) of 66% of the voting units which comprise the entire voting strength of the IAOPA shall be necessary for the expulsion of any member organization.

Action to expel a member organization may be initiated by the IAOPA president or any Board member. Expulsion charges and proofs relating thereto shall be submitted to the IAOPA headquarters for reproduction and transmittal to all members of the Board for evaluation before a vote is taken on the issue.

Membership fees paid by a member organization, subsequently expelled from IAOPA, shall be forfeited.

Article XXX -- Adherence to the IAOPA Constitution - All member organizations agree, pursuant to their acceptance as a member of the IAOPA, to uphold and abide by this Constitution and Bylaws.

Article XXXI -- Amendments to the Constitution - Proposals for amendment of this Constitution may be made to the secretariat of IAOPA at any time by a member of the Board, acting upon the recommendation of his member organization. Proposals shall be processed and distributed, within thirty days of receipt thereof, to all accredited members of the Board for action.

Members of the Board shall be permitted six months from the date indicated thereon to approve or disapprove the proposed amendment. Three-fourths (75%) of the total unit voting strength of the IAOPA favoring the proposal shall be necessary in order to effect adoption of the amendment.

Article XXXII -- Dissolution -- Dissolution of the IAOPA may be effected only by a three-quarters (75%) majority vote of the Board. When legally dissolved, the former president shall appoint three trustees to dispose of the assets on hand, the proceeds from which shall be distributed proportionately, based upon unit voting rights, among all accredited member organizations of the IAOPA at the time of dissolution.

ⁱ ICAO – Manual on Global Performance of the Air Navigation System, First Edition - 2009

ⁱⁱ EuroControl – ATM Performance Strategies for Europe, 27-11-2008