

AFRICAN AVIATION TRAINING ASSOCIATION

**DRAFT CONSTITUTION (SUBMITTED TO THE AATO CONFERENCE, NAIROBI,
KENYA, 02-04 APRIL 2012)**

Article 1. Establishment

1. The undersigned African aviation training organizations and other civil aviation entities, founding members, active or associate, as referred to in Article 3, hereby establish the African Aviation Training Association, hereinafter referred to as the Association.
2. The Association, a non-governmental international organization, shall be incorporated as a non for profit association, foundation or other corporate body according to the laws of the jurisdiction, in which it has its principal place of activities and head office.
3. The Association shall have its principal place of activities and head office at xxx in yyy. It may have other offices throughout Africa and representations around the world.
4. The official languages of the Association are Arabic, English, French, Portuguese and Spanish. The working language of the Association, for communications, meetings, publications and the like, shall be English.
5. Internally, the Articles of Association shall take effect upon the signature, referred to above in paragraph 1; externally, the Articles shall take effect upon the incorporation, referred to above in paragraph 2.

Article 2. Purposes

1. The purposes of the Association shall be to *design, develop and* promote the interests, standards and harmonization of aviation training and aviation training organizations in Africa, and to liaise with other civil aviation organizations, *their experience and bench marking, and* willing to support these purposes, whether these other organizations are governmental or non-governmental, private or public, international or domestic, African or non-African, worldwide or regional.
2. Without limiting the generality of the foregoing, the Association shall in particular:
 - a. Designate Centers of Excellence and develop *training standards and* guidelines for such designation;
 - b. Establish an African Aviation Training Accreditation Board; and

- c. Ensure the harmonization and standardization of training and training requirements in Africa with a view to a better achievement of safe and secure aviation operations in Africa.
3. In order to achieve its purposes, the Association, acting through its Assembly, may adopt Rules and Regulations in each of the areas mentioned in paragraph 2 of this Article.

Article 3. Membership

The Association shall have the following categories of membership:

1. Active membership:
 - a. This category is reserved for African aviation training organizations;
 - b. In order to be eligible for active membership, an aviation training organization must possess the regulatory approval or its equivalence for the operation of a training organization, issued by its own national regulatory or other competent authority or authorities;
 - c. Active members have voting rights in the Association.
2. Associate membership:
 - a. This category is reserved for other civil aviation organizations in the sense of Article 2(1);¹
 - b. Associate members must be non for profit organizations;
 - c. Associate members have voting rights in the Association.²
3. Corporate membership:
 - a. This category is reserved for corporate entities in civil aviation that have a commercial, for profit objective, and are willing to support the purposes of the Association in the sense of Article 2(1);
 - b. Corporate members have no voting rights in the Association.
4. Application for membership must be made to the Assembly, through the Council, as referred to in Article 4. The Council shall give the Assembly advice as to whether the applicant for membership meets the membership criteria for the category of membership for which it applies; decisions on membership admission by the Assembly are taken by a majority vote of the members voting and are final.
5. Members may denounce their membership by giving a one year notice to the Assembly, through the Council.

¹ *E.g., IACO, AFCAC, AFRAA, ACI and selected CAAs.*

² *Any other solution would be non-realistic.*

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6. The Assembly may suspend or terminate membership rights for cause; before doing so, it shall seek the advice of the Council; decisions on suspension or termination by the Assembly are taken by a two thirds majority vote of the members voting and are final.

Article 4. Organs

The organs of the Association are:

1. The Assembly;
2. The Council; and
3. The Secretariat.

Article 5. The Assembly

1. The Assembly is the highest authority in the Association, bringing together all members and membership categories, and such official observers or incidental guests as the Assembly may deem desirable. Both members and observers have the right to speak at the Assembly. Guests must be invited to speak.
2. The Assembly shall meet in ordinary session once every year, at head office or elsewhere.
3. It may hold such additional, extraordinary sessions as deemed desirable by a majority of active members or as recommended by the Council.
4. Unless otherwise indicated in these Articles of Association, the Assembly takes its decisions by a majority vote of its active *and associate* members voting.
5. The quorum for a session of the Assembly is two-thirds of its active *and associate* members.
6. The Assembly determines and updates the mission, values, visions and strategic objectives of the Association, *of its own motion or upon a proposal by the Council*.
7. In addition, a draft agenda for any Assembly session is prepared by the Council and the Secretariat; before or during any Assembly session, all members from all membership categories and all official observers may make proposals for the agenda and submit Working Papers.
8. Each Assembly session elects a President and Vice-President from amongst the active or associate members. They are assisted by the Secretariat.
9. The Assembly may create or dissolve such Standing Committees, Committees, Sub-Committees or Working Groups of its members as it deems desirable.
10. The Assembly may adopt its own Rules of Procedure.

Article 6. The Council

1. The Council is the executive body of the Association. It shall execute the decisions taken by the Assembly, make proposals to Assembly sessions, and perform such other tasks as delegated to it by these Articles or by Rules and Regulations in the sense of Article 2(3).
2. The Council shall hold two regular meetings each year, at head office or elsewhere, and such additional meetings as it or the Assembly may deem necessary.
3. The Council shall have a minimum of six and a maximum of twelve members, appointed by the Assembly, for three year terms. *Two thirds of the Council members shall be recruited from the active members and one third from the associate members.*
4. Each year, the Council shall elect a President and Vice-President. They are assisted by the Secretariat.
5. The Council shall take its decisions by a majority vote of its members voting. *In the Council both active and associate members may vote.* The quorum for any Council meeting is two-thirds of its members.
6. The Council may adopt its own Rules of Procedure, subject to the approval of the Assembly.

Article 7. The Secretariat

1. The Secretariat is the administrative body of the Association.
2. It is headed by a Director General, who is the Chief Executive Officer of the Association. The Director General shall be appointed by the Council, for a five year term, once renewable, and in both cases subject to confirmation by the Assembly. The terms of appointment of the Director General shall be determined by the Council.
3. The organization of the Secretariat and the terms of appointment of staff will be determined by the Council, upon a proposal or proposals from the Director General. In addition to competence in their respective areas of work, staff shall represent a cross section of geographical and linguistic areas of Africa.
4. The annual budget for the Secretariat shall be prepared by the Director General and submitted to the Council and the Assembly for approval.

Article 8. Finances

1. Each year the Director General shall prepare a draft budget for the next financial year, which includes the budget referred to in Article 7(4), and, to the extent applicable, the

budgets determined pursuant to the Rules and Regulations, adopted according to Article 2(3) of these Articles of Association. This overall budget shall be submitted for approval to the Council and the Assembly.

2. Each year the Director General shall prepare the financial statements for the financial year past. He or she shall have these statements audited by a chartered accountant, and shall submit them for approval to the Council and the Assembly.
3. The revenues of the Association, as contained in the annual budgets, shall consist of:
 - a. Start-up moneys for the establishment and first year of full operation of the Association, granted by civil aviation organizations;
 - b. Fees for applications for membership;
 - c. Membership fees for the different categories of members. These fees may be modulated to take into consideration the size of the different members involved, according to objective criteria;
 - d. Fees for specific services rendered to individual members or third parties; and
 - e. Donations.

Article 9. Dispute settlement

1. In the case of disputes between members, or between a member or members and the Association, relating to the interpretation or application of these Articles of Association, parties shall attempt to resolve such disputes by negotiation.
2. Where negotiation fails,
 - a. Disputes may be submitted by the parties to the Council for binding or non-binding decision. In such case Council members may not vote on a dispute to which they are a party;
 - b. Disputes may be submitted by the parties to third party arbitration, binding or non-binding, by a single arbitrator or by arbitrators;
 - c. *Each party will bear its own arbitration costs; and*
 - d. *Arbitration will be governed by the rules and procedures of the International Court of Arbitration.*

Article 10. Amendments

1. These Articles of Association may be amended by a two-thirds majority vote of the active *and associate* members of the Assembly, present and voting at the relevant Assembly meeting, for which a quorum exists;

2. Any such amendment, validly adopted pursuant to the preceding paragraph, must, if necessary, be submitted to the rules of the jurisdiction of incorporation, referred to in Article 1(2).

Article 11. Dissolution

1. The Association may be dissolved by a decision taken by a two-thirds majority vote of the active *and associate* members of the Assembly, present and voting at the relevant Assembly meeting, for which a quorum exists.
2. The decision to dissolve the Association must contain provisions for the liquidation of the assets and liabilities of the Association.
3. The decision to dissolve the Association, validly adopted pursuant to the preceding paragraphs, must, if necessary, be submitted to the rules of the jurisdiction of incorporation, referred to in Article 1(2).

SIGNED AT XXX ON YYY by the founding members:

Active members:

Etc etc

Associate members:

Etc etc