



## ECA Constitution

Version: ECA Conference 21–22 November 2007

### Chapter 1. NAME, SEAT, OBJECT and DURATION

1. A non-profit international association governed by the 3<sup>rd</sup> Title of Belgian Law of the 27<sup>th</sup> June, 1921 for non-profit organisations is constituted under the denomination "European Cockpit Association" abbreviated as "ECA".
2. The corporate seat is located in the Brussels region and is presently located at 1000-Brussels, rue du Commerce, 39–41.
3. The corporate seat may be transferred to any other location in the Brussels region by a decision of the Executive Board published within the month in the enclosures of the Belgian Official Gazette.
4. ECA is constituted for an unlimited duration.
5. The objectives of ECA are:
  - a. To collectively represent its Member Associations (MAs) at European level (before the European Institutions, in European social dialogue structures and at any forum where the European cockpit crew community has a legitimate interest);
  - b. To maintain EU Social Partner status
  - c. To provide industrial support services to its MAs
  - d. To promote the profession of cockpit crew
  - e. To promote the policies of the International Federation of Air Line Pilot Associations (IFALPA) in Europe, and
  - f. To coordinate, where necessary, the activities of European cockpit crew community with that of IFALPA.
6. The ECA may accomplish any act or transaction, take any step or initiative in order to fulfil its objectives and notably :
  - a. collect and diffuse statistics, collect and supply to its MAs appropriate information;
  - b. promote research and scientific studies notably in the field of aviation safety and security;
  - c. engage with national and international bodies on all questions of interest to the MAs of ECA.

The objective of the Association is free of any lucrative spirit.

#### 7. Definitions

- Card Vote – Each MA holds a number of votes called "card votes" equal to their Declared Membership, except for those MAs exercising the conditions of paragraph 60, who shall hold one card vote.

- MA Vote – Each MA holds one vote called its “MA Vote”.
- Declared Membership – the declaration made by each MA annually of the number of their own affiliation
- Regional Funds: funds managed by ECA, previously held by IFALPA Pan-European Conference.

## Chapter 2. MEMBERSHIP

8. ECA is an independent association. ECA maintains privileged relationships with IFALPA, with whom it shares the same principles.

IFALPA is a non-profit organisation representing pilots worldwide, currently based in the UK

9. ECA may formalise its relationship with IFALPA in the most appropriate form, while maintaining its operational, financial and political independence.
10. ECA may conclude arrangements with other organisations in the field of civil aviation and industrial relations, which may include granting observer status at some or all of the internal meetings of the ECA. None of these arrangements will compromise the full independence of the Association

### MEMBER ASSOCIATIONS (MAs)

11. ECA is composed of Full Members and Associate Members; they compose the Member Associations. Full members are legally constituted groups of professional cockpit crew members (Cockpit Crew Associations) belonging to one or more member states of the European Union (EU) or any other European State which has entered, or has committed to enter, into an agreement with the European Union to adopt and apply EU laws in the field of Civil Aviation.

Associate Members are Cockpit Crew Associations who do not fulfil the criteria for full membership.

ECA membership is limited to IFALPA Member Associations belonging to the IFALPA European Region.

12. Within the limits established in paragraph 13, all MAs of ECA have equal rights and obligations. An exception can be made when the legal field of application of an issue to be discussed is limited by the EU Treaties to EU member states. The legal basis of a proposal by the EU institution will be the determinant of this issue.
13. Full Members enjoy full rights under this Constitution. Associate Members enjoy a consultative status. They have no voting rights nor can they hold proxies except for the approval of the Associate Subscription fee, decisions concerning the Regional Funds and the decision to liquidate the association, in which case they will have one MA vote and one card vote. The ECA Conference may extend the voting rights of Associate Members on issues directly concerning these members. The presence of Associate Members will not be taken into account for the calculation of quorums. Candidates for Executive Board Directors can only come from Full Members.
14. Any application for admission is addressed in writing to the Executive Board which submits it to the approval of the ECA Conference.
- a. The latter decides without appeal.

- b. Any decision of admission must comply with the procedure as laid down in paragraphs 64-66.
- c. The admission of a new MA takes effect immediately after the positive decision of the ECA Conference. The new MA will make a declaration of membership

An application for admission from a Cockpit Crew Association from a European State where there is already an existing Member Association from that country, shall not be considered unless the applicant association can demonstrate that it is the representative body of the majority of the represented cockpit crew members in that European State. In this case, the applicant association shall first attain IFALPA membership. When the application of membership is accepted by the ECA Conference, the existing Member Association from that same state will cease to be a Member of ECA.

15. Any MA is free to withdraw from ECA by sending his resignation by registered mail to the President. The resignation comes into force on December 31 of the same year, or after six months, whichever is later. During this notice period an MA withdrawing from ECA will retain all its rights and obligations including liability for all subscription fees due.
16. An MA may be excluded from ECA on the proposal of the Executive Board and by a decision with an explanation of the ECA Conference taken by a majority vote of
  - three quarters of the MA votes present or represented and
  - three quarters of the card vote present or represented.
  - a. The concerned MA shall always be entitled to previously present its own defence.
  - b. The decision of the ECA Conference cannot be the object of any recourse.
17. The MA which ceases to be a member of ECA has no right whatsoever on the corporate equity. It remains liable for the annual subscription due for the current year.

### Chapter 3. STRUCTURE OF THE ECA

18. The functioning of ECA will be organised by the following bodies:
  - a. An ECA Conference
  - b. An Executive Board
  - c. Working Groups and Committees

#### ECA CONFERENCE

19. The ECA Conference is entitled to all the powers allowing the carrying on of the object of ECA.
20. The ECA Conference is composed of delegates of the MAs of ECA.
21. Each MA holds a number of card votes equal to its declared membership, except those MAs who have chosen to exercise paragraph 60, who shall hold one card vote.
22. Each MA designates its delegate(s) to the ECA Conference. The voting strength of each MA is indivisible.
23. Each MA shall notify to ECA prior to the start of each Conference, the name of the Chief Delegate, or proxy holder for that MA.

24. The President, Vice President and other Executive Board Directors of the ECA are elected by the ECA Conference according to the provisions of paragraphs 34, 41 & 42.
25. Each MA disposes of its votes without prejudice to any votes held as proxy.
  - a. An MA may give proxy to another MA.
  - b. An MA cannot represent more than two other MAs.
26. The ECA Conference may validly deliberate provided half of the MAs are present or represented and those MAs hold 50% or more of the declared membership (card votes) as per paragraph 21.
27. Except if the constitution provides otherwise, the decisions of the ECA Conference are taken by
  - a majority of the Card vote held by delegates, present or represented, and
  - a majority of the MA Votes present or represented.
28. Minutes of ordinary and extraordinary meetings of the ECA Conference will be drafted. These minutes will be kept in a register at organisation headquarters at the disposal of its MAs.
29. The ECA Conference meets in ordinary meeting at least four times a year under the chair of the President at the date and at the place fixed by the Executive Board. One ECA Conference meeting each year will serve as a General Assembly for all the decisions legally prescribed by the Belgian law and, if necessary for the following:
  - elections to the Executive Board
  - constitutional changes
  - membership
  - budget/subscription decisions.
30. The other meetings of the ECA conference will decide on the issues mentioned in paragraph 29 only when there are unforeseen and extraordinary circumstances. One third of the Member Associations, or the Executive Board, by unanimous vote, can declare the existence of unforeseen and extraordinary circumstances. All Member Associations will be informed about the extraordinary issues to be addressed 60 days in advance of the next meeting of the ECA Conference
31. The delegates and the MAs will be informed by regular mail or e-mail at least 60 days in advance, except if a reduction of this term is needed for an urgent reason indicated in the notice convening the meeting.
32. The President must convene an extraordinary meeting of the ECA Conference at the request of at least one third of the MAs.

## **EXECUTIVE BOARD**

33. ECA is managed by an Executive Board.
34. The members of the Executive Board (Directors) are elected for a two-year period, which is renewable.
35. The Executive Board may delegate some of its powers to one or several Directors or to one or several other persons. The Executive Board however cannot delegate all its powers.
36. The Executive Board is vested with the most extended powers in order to make any act of management and disposes of all powers, which are necessary or useful for the

performance of the corporate object. It is competent for any acts, which are not expressly reserved by the law or by the Constitution to the ECA Conference, provided nevertheless that it is bound to comply with any instructions, directives and deliberations, which may be adopted by the ECA Conference.

37. Dates and venues of the Executive Board will be agreed by the EB Members and posted on the ECA web page. EB members not present during that meeting will be informed by e-mail. An extra meeting must be convened if at least one third of the Directors request it. Directors will be informed by e-mail.
38. The Executive Board may validly deliberate provided the majority of the Directors is present.
39. Decisions will be taken on the basis of consensus. If consensus is unachievable, then a decision will require 4 votes in favour. Each director has one vote.
40. A register including all the decisions of the Executive Board is kept in the headquarters of the organisation at the disposal of its MAs.
41. The Executive Board is comprised of 7 Directors; the President, Vice President (who will be proposed for the position of the IFALPA Executive Vice President (EVP) Europe), 2 Industrial Directors, 2 Technical Directors and an Administration and Finance Director.

All directors are expected to act collectively on behalf of all MAs in the best interest of ECA, and they do not act as delegates or representatives of their own association. They should not hold any post or perform any duties within their own association which would lead to a conflict of interest in their roles as Executive Board Directors.

42. These officers are elected at ECA Conference according to the procedure in paragraph 73 for a term of two years. Elections will be held for the President and one each of the Industrial and Technical Directors in even numbered years, and for the Vice President and the remaining Directors in odd numbered years. The co-ordination of the EVP (Europe) election process with IFALPA shall be covered by the arrangements set out in paragraph 9.
43. If a Director elected under this chapter is unable to complete his/her term of office, the ECA Conference shall elect a replacement to serve until the end of the existing term.
44. The President or, in the case of impediment, the Vice President or, in the case of impediment, the eldest of the other Directors chairs the meetings of the ECA Conference and of the Executive Board. He/She sees to the efficiency of the ECA and to the respect of the decisions taken by the ECA Conference.
45. Candidates for Directors to the Executive Board can be nominated by any Member Association. A Candidate must be member in good standing of an MA in good standing and hold the approval of this MA to stand for election.
46. The President, in consultation with the Vice-President and General Secretary, shall be responsible for the selection of the Association's representatives at all external meetings.
47. The Executive Board shall ensure that ECA accounts are in full compliance with the decisions of the ECA Conference
48. The ECA Conference may vote to remove any Director of the Executive Board by a majority which represents at least three quarters of the Card votes present or represented
49. The Executive Board appoints the General-Secretary.

50. The General-Secretary is empowered with the daily management of the ECA and carries out the tasks given by the Executive Board.
51. The acts which commit ECA toward third parties and which do not belong to the daily management are, except in case of special proxy, signed by the General Secretary and one director.
52. ECA is represented in court by its General Secretary.

## WORKING GROUPS AND COMMITTEES

53. The Executive Board is empowered to establish a Procedures Manual (bylaws), and in order to assist the decision making process, to establish working groups and committees of which it determines the composition, the mandate and the duration.
54. The members of these working groups and committees have no decision making powers as such. One or more members of these working groups and committees can however be delegated some powers by the Executive Board in accordance with paragraph 35 of this Constitution.

## Chapter 4. FINANCES

55. The corporate year and the bookkeeping year end on December 31 of each year.
56. The Executive Board submits the yearly accounts and the budget of the next year to the approval of the ECA Conference without undue delay. The majority needed to approve the accounts and budget will be:
  - 55% of the MAs present or represented  
and
  - 65% of the card vote present or represented
57. The ECA Conference may decide to constitute a reserve fund and to fix the amount and the frequency of the contributions the MAs have to pay in order to feed it. The majority needed to approve changes to reserve fund contributions will be:
  - 55% of the MAs present or represented  
and
  - 65% of the card vote present or represented
58. Each MA affiliated to ECA is liable to an annual subscription. The subscription is made up, depending on membership category, of the following parts:
  - a. The Basic subscription – a fee paid by each Full Member affiliated to the ECA
  - b. The Per Member subscription – a fee paid by each Full Member multiplied by its declared membership
  - c. The Associate subscription – a fee paid by each Associate Member being the lower of the following amounts:
    - i) A fee multiplied by its declared membership
    - ii) A fixed fee
59. Changes to the level of each of the above fees are proposed by the Executive Board and approved by the ECA Conference. Approval to change the level of fees requires:
  - 55% of MA votes present or represented  
and
  - 65% of card votes present or represented

60. Where an MA declares a membership of 0.6% or fewer of the total declared membership of ECA, at the discretion of the MA concerned, the Per Member subscription will be waived. In this case their card vote is one.
61. Annual subscriptions shall be due for the 1st day of each year.
62. Alternatively the payment of the annual subscription may be made in four equal instalments payable on: 1st of January, 1st of April, 1st of July and 1st of October of each year.
63. Each MA is liable to the annual subscription fixed by the ECA Conference but has no individual liability concerning the commitments taken in the name of ECA.

## **Chapter 5. MODIFICATION TO THE CONSTITUTION AND DISSOLUTION**

64. In case of proposal of modification to the constitution, the text shall be annexed to the letter convening the meeting of the ECA Conference, which will deliberate on it. Such text will be sent to each MA and delegate at least 60 days prior to the date of such ECA Conference.
65. The ECA Conference may deliberate on such proposal of modification to the constitution if three quarters of the card votes are present or represented.
66. The decisions to modify the constitution must be approved by three quarters of the card votes present or represented.
67. The modifications to the constitution, will only come into force after having fulfilled the requirements stated in article 50, para. 3 of the law and after their publication in the Enclosures to the Belgian Official Gazette as required by article 50 para 3 of the abovementioned law.
68. The ECA Conference decides on the dissolution or the liquidation of the Association following the voting procedures applying to the modification to the Constitution. The decision of the ECA Conference will enter into force six months after its approval, or later if the ECA Conference so decides. During this period, all MAs will keep their rights and obligations, under this Constitution, including liability for all subscription fees.
69. Net assets, after liquidation, may be distributed proportionally among the MAs only up to their contributions, and this amount shall be used to a non-profit goal.
70. Net assets after liquidation – and if it is so decided by the ECA Conference after repartition to the MAs according to article 69 - will be transferred to any national or international non-profit organisation to be used to a non-profit goal. This organisation will be designated by the ECA Conference following the voting procedures applicable to the modification of the Constitution.
71. Any matter not provided for by the present constitution or by the bylaws and notably the publications to be made in the Belgian Official Gazette will be governed in accordance with the provisions of the law.

## Chapter 6. OFFICIAL LANGUAGE OF THE CONSTITUTION

72. The French text of the present constitution is exclusively to be considered as official. Translations are possible for the internal use of ECA.

## Chapter 7. VOTING PROCEDURES

73. When electing officials, the following procedure shall apply:

- 1) If there is only one candidate properly nominated for a position, that candidate shall be deemed elected.
- 2) If there are two candidates properly nominated for a position, then a simple majority of MA votes cast shall elect the successful candidate.
- 3) If there are 3 or more candidates properly nominated for a position, then each Member will be asked to list the candidates in their preferred order for the office. The successful candidate will be:
  - i) Any candidate who achieves more than 50% of the first choice MA votes.
  - ii) If no candidate achieves more than 50% of the first choice MA Votes, then a list will be formed of the candidates in first choice MA vote order. The last placed candidate will be eliminated and the papers of the excluded candidate shall be transferred to whichever of the continuing candidates is marked by that voter as his/her next available preference, and the votes thus transferred shall be added to the first preference MA Votes of those candidates. If then any candidate achieves more than 50% of these MA votes, they are deemed elected.
- 4) The process in paragraph b, above, will be repeated until a candidate achieves more than 50% of the MA votes and is then elected.
- 5) If after counting the MA votes in sub paragraphs 2), 3) or 4) above, the number of MA votes is equal; the card votes of the relevant MAs will be calculated and will decide the majority vote.
- 6) If following nominations, and prior to the vote being taken, 1/3 of the MAs present or represented (rounded up to the next whole number) call for an "alternate vote", the voting procedure will be amended as follows:
  - i. Where there are 2 candidates:
    - The majority needed for election of the successful candidate will be in excess of 50% of the Card vote present or represented
  - ii. Where there are more than 2 candidates, a list will be formed of the candidates in first choice Card vote order. The last placed candidate will be eliminated and the papers of the excluded candidate shall be transferred to whichever of the continuing candidates is marked by that voter as his/her next available preference, and the votes thus transferred shall be added to the first preference Card votes of those candidates until there are 2 candidates.
    - The majority needed for election of the successful candidate will then be in excess of 50% of the card vote present or represented.