

# ECA Constituion

*Version: 28/11/2013*

## 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, 20-22. 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.
3. ECA is constituted for an unlimited duration.
4. The objectives of ECA are free of any lucrative spirit and consist of:
  - a. To collectively represent its Members 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 Members
  - 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.
5. 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 Members 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 Members of ECA.

## **Chapter 2**

### **MEMBERSHIP**

6. ECA is an independent association. ECA maintains privileged relationships with IFALPA, with whom it shares the same principles.
7. ECA is composed of Full Members and Associate Members;
  - 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. Full Members hold one “Member vote” and a number of votes called “Card votes” equal to their Declared Membership, except those Members who have chosen to exercise paragraph 56, who shall hold one card vote.
  - Associate Members are Cockpit Crew Associations who do not fulfill the criteria for full membership. Associate Members enjoy a consultative status. They have no voting rights nor can they hold proxies except for the approval of the Subscription fee, in which case they would have 2/3 of their Card votes and one Member vote, and of the decisions concerning the Regional Funds and to liquidate the association, in which case they will have one Member vote and one Card vote.
  - The ECA Conference may extend the voting rights of Associate Members on issues directly concerning these members upon their request. 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.
8. ECA membership is limited to IFALPA Member Associations, with Full Members belonging to the IFALPA European Region.
9. Within the limits established in paragraph 7, all Members 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.
10. Any application for admission is addressed in writing to the Executive Board which submits it to the approval of the ECA Conference.
11. Any Member 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 a Member withdrawing from ECA will retain all its rights and obligations including liability for all subscription fees due.

12. A Member may be excluded or suspended:
- a. Exclusion: a Member 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 Member votes present or represented and
    - three quarters of the card vote present or represented.The concerned Member shall always be entitled to previously present its own defence.  
The decision of the ECA Conference cannot be the object of any recourse
  - b. Suspension: a Member may be suspended from ECA or from part of the rights related to membership following for non compliance with their obligations under this constitution following a procedure adopted by the Conference.
13. The Member 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**

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

### **1. ECA CONFERENCE**

15. The ECA Conference is entitled to all the powers allowing the carrying on of the object of ECA and notably:
- a. Modify or dissolve the association
  - b. Appoint and dismiss the President and the other members of the Executive Board
  - c. Approve the annual accounts and the budget
  - d. Adopt and Modify the Associations' Bylaws
  - e. Any other power deriving from the law or the Constitution
16. The ECA Conference is composed of all full Members and Associate Members and chaired by the President.
17. The ECA Conference may validly deliberate provided half of the Full Members are present or represented and hold 50% or more of the declared membership (card votes).
18. Except if the constitution or the bylaws provide otherwise, the decisions of the ECA Conference are taken by

- a majority of the Card votes held by delegates, present or represented, and
  - a majority of the Member Votes present or represented.
19. 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 Members.
20. The ECA Conference meets at least once a year. The President must convene an extraordinary meeting of the ECA Conference at the request of at least one third of the Members.
21. All Members 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. A Member may give a proxy to another Member. A Member cannot represent more than two other Members.

## **2. EXECUTIVE BOARD**

22. ECA is managed by an Executive Board.
23. The members of the Executive Board (Directors) are elected for a two-year period, which is renewable. 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.
24. 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.
25. 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.
26. 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.
27. Decisions will be taken on the basis of consensus. If consensus is unachievable, then a decision will require a majority of votes in favour or as otherwise required in the bylaws. Each director has one vote.
28. A register including all the decisions of the Executive Board is kept in the

headquarters of the organisation at the disposal of its Members.

29. The Executive Board is comprised of at least three members.
30. 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.
31. The Executive Board appoints the General-Secretary.
32. The General-Secretary is empowered with the daily management of the ECA and carries out the tasks given by the Executive Board.
33. 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.
34. ECA is represented in court by its General Secretary.

### **3. WORKING GROUPS AND COMMITTEES**

35. The Executive Board is empowered to establish a Procedures Manual, 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.
36. 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 24.

## **Chapter 4 FINANCES**

37. The corporate year and the bookkeeping year end on December 31 of each year.
38. The Executive Board submits the yearly accounts and the budget of the next year to the approval of the ECA Conference without undue delay.
39. Each Full Member and each Associate Member pay a yearly fee which can be different depending in the type of membership and the number of pilots represented by each member. The fee is agreed by the General Assembly.

40. Each Member 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**

41. In case of proposal of modification to the constitution or the bylaws, 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 Member and delegate at least 60 days prior to the date of such ECA Conference.
42. The decisions to modify the constitution or the bylaws must be approved by three quarters of the card votes present or represented.
43. The modifications to the constitution will only come into force after having fulfilled the requirements of the law.
44. The ECA Conference decides on the dissolution or the liquidation of the Association following the voting procedures applying to the modification to the Constitution.
45. Net assets, after liquidation, may be distributed proportionally among the Members only up to their contributions, and this amount shall be used to a non-profit goal.
46. Net assets after liquidation – and if it is so decided by the ECA Conference after repartition to the Members according to article 64 - 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.
47. 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**

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