

**THE CONSTITUTION**

**FOR THE CONDUCT OF AFFAIRS OF**

**THE INTERNATIONAL FEDERATION OF**

**AIRWORTHINESS FOR AEROSPACE ENGINEERING,**

**MAINTENANCE AND CONTINUING AIRWORTHINESS**

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NON GOVERNMENTAL ORGANISATION

# UK Registered Charity No. 296354

**CONTENTS**

 ARTICLE I ‑ NAME 3

 II ‑ LOCATION 3

 III ‑ OBJECTS 3

 IV - AIMS 3

 V ‑ MEMBERSHIP 3

 VI ‑ AUTHORITY 4

 VII ‑ GENERAL MEETINGS 4

 VIII ‑ OFFICERS AND ASSISTANTS 5

 IX ‑ EXPENDITURE 5

 X ‑ LANGUAGE 5

 XI ‑ CONTINUITY FOLLOWING CHANGE OF NAME 5

 XII ‑ AMENDMENT OF CONSTITUTION 5

 XIII ‑ DISSOLUTION 6

 XIV ‑ LAWS 6

**SUPPLEMENTAL PROVISIONS**

 ARTICLE XV ‑ MEMBERSHIP 6

 XVI ‑ GENERAL MEETING 7

 XVII‑ BOARD 8

 XVIII ‑ OFFICERS 10

 XIX ‑ FINANCE AND ACCOUNTS 11

 XX ‑ DISTRIBUTION 12

 XXI ‑ EFFECTIVE DATE 12

MEMORANDUM OF APPOINTMENT OF NEW TRUSTEES 13

 MEMORANDUM OF APPOINTMENT OF DISCHARGED TRUSTEES 14

 NAMES AND DESCRIPTIONS OF CONTINUING TRUSTEES 15

**THE CONSTITUTION FOR THE CONDUCT OF AFFAIRS OF THE INTERNATIONAL FEDERATION OF AIRWORTHINESS**

**FOR AEROSPACE ENGINEERING, MAINTENANCE**

**AND CONTINUING AIRWORTHINESS**

# **ARTICLE I ‑ NAME**

The name of the Federation is "The International Federation of Airworthiness for Aerospace Engineering, Maintenance and Continuing Airworthiness" hereinafter referred to as "the IFA".

#### ARTICLE II ‑ LOCATION

The Office for the purpose of service of Notices shall be maintained at and care of The Royal Aeronautical Society of 4 Hamilton Place, London W1 V OBQ, England, or at such place as the IFA may determine from time to time and having caused this Constitution to be amended accordingly.

#### ARTICLE III ‑ OBJECTS

The objects of the IFA shall be:

1. to advance airworthiness and air safety for the benefit of the public

2. to advance education in aircraft engineering for the benefit of the public by the provision of scholarships

**ARTICLE IV - AIMS**

In furtherance of the objects in Article III and no other the IFA will aim to:

1. study current, evolving and potential airworthiness proposals;

2. make proposals for the solution of national differences in airworthiness requirements;

3. promote International co-operation in achieving safe and economic operations by fostering the highest integrity in all engineering disciplines applicable to the science of aeronautics;

4. take such measures as may be opportune to facilitate the lease, charter and interchange of aircraft which might otherwise be impeded by conflicting airworthiness requirements whilst having paramount regard for air safety.

5. encourage the international standardisation of the statutory licensing requirements and qualifications required for aeronautical/maintenance engineers;

6. encourage the furtherance of the international recognition of nationally approved aerospace maintenance and engineering facilities;

7. to do all such other lawful things as will further the charitable objects of the Federation.

**ARTICLE V ‑ MEMBERSHIP**

The IFA shall consist of Corporate, Institutional, Professional and Student/Apprentice Members. Honorary Members and Honorary Fellows may be elected from time to time as provided for hereunder.

**Corporate Members:**

(i) Corporate bodies engaged in the manufacture and/or maintenance/repair of aerospace and allied products; and

(ii) Corporate bodies engaged in the provision of air transport services; and

(iii) Governments or government agencies having statutory responsibility for ensuring compliance with airworthiness standards not less than those contained in the appropriate Annexes to the Convention of International Civil Aviation signed at Chicago on 7th December 1944; and

**Institutional Members**

 (i) Professional societies and educational establishments concerned with aeronautical engineering.

**Professional Members**

(i) Licensed staff, qualified engineers, pilots and other persons from within the aviation industrywho, in the opinion of the Board, are of high standing in their professions and are calculated to further the aims and objectives of the IFA.

**Student/Apprentice Members:**

 (i) Students in degree studies in aviation and airworthiness related courses.

 (ii) Apprentices undertaking an aviation apprenticeship

**Honorary Fellows/Members:**

1. Persons of high distinction elected by a General Meeting of the IFA

ARTICLE VI ‑AUTHORITY

The Board, elected by the General Meeting composed of representatives of the Corporate, Institutional and Professional Members of the IFA and as provided for in the Constitution, shall exercise the functions of the IFA.  The Board shall consist of Executive and Non Executive members with Non Executive members acting as Trustees who have general control and management of the administration of the IFA

ARTICLE VII ‑ GENERAL MEETINGS

Explanatory Note:

Annual General Meeting – held yearly for the whole membership at which elections are made and reports are given.

Special General meeting – a second opportunity within a year for the membership to meet at
 which reports may be given.

Extraordinary General meeting – a meeting convened for a particular purpose, over and above the remit of
 the Annual and Special meetings.

1. An Annual General Meeting shall be held once yearly at a place and time determined by the Board.

2. Notice of the Annual General Meeting, including the date, time and place of the Meeting together with Agenda of the matters to be submitted at such Meeting, shall be delivered to Members not less than 1 calendar month prior to the Meeting.

3. Corporate, Institutional, Professional and Student/Apprentice Members may submit to the Chief Executive Officer matters for inclusion in the Agenda not less than 14 (fourteen) days prior to the date of the Annual General Meeting. Any matters that shall not have been included in the Agenda may be considered at the Meeting upon a majority vote of the Corporate, Institutional, and Professional Members present.

4. An Extraordinary General Meeting, may be called at any time either by the Board, giving 2 calendar months notice or by the request in writing of one third of the paid up membership addressed to the Chief Executive Officer with a statement of the proposed Agenda, giving 3 calendar months notice. Notice of the Extraordinary General Meeting, including the date, time and place of the Meeting together with Agenda of the matters to be submitted at such Meeting, shall be delivered to Members not less than 1 calendar month prior to the meeting.

5. A Special General Meeting may be called at any time either by the Board, giving 2 calendar months notice or by the request in writing of one third of the paid up membership addressed to the Chief Executive Officer with a statement of the proposed Agenda, giving 3 calendar months notice. Notice of the Special General Meeting, including the date, time and place of the Meeting together with Agenda of the matters to be submitted at such Meeting, shall be delivered to Members not less than 1 calendar month prior to the meeting.

6. Not less than 10 (Ten) Corporate, Institutional, and Professional Members either present or by proxy at a General, Special General or Extraordinary meeting shall constitute a quorum. Each Corporate, Institutional, or Professional Member may by written or electronic notice to the Secretariat accredit a proxy who will attend and exercise the vote of the Member at the meeting.

ARTICLE VIII ‑ OFFICERS AND ASSISTANTS

There shall be a President, a Chairman of the Board and such number of Vice‑Presidents and Vice‑Chairmen as the Board shall determine, a Chief Executive Officer, a Finance Director, a Vice President Technical and such other Officers and Assistants as the Board may from time to time appoint and be approved by the members at the next Annual General Meeting.

ARTICLE IX – EXPENDITURE

No expenditure shall be made, no liability incurred, beyond the amount of funds available.

ARTICLE X ‑ LANGUAGE

The official language of the IFA is English. Documents may be circulated within the Membership in any of those languages that are official within the International Civil Aviation Organisation but will not be considered unless submitted with an English translation.

ARTICLE XI ‑ CONTINUITY FOLLOWING CHANGE OF NAME

This Amended Constitution shall not affect the continuity of any rights, obligations or business in general insofar as concerns the IFA, unless and until such time as a Meeting of the Board acting under the powers vested in it by a General Meeting shall so determine.

ARTICLE XII ‑ AMENDMENT OF CONSTITUTION

Alterations to this Constitution shall receive the assent of not less than 10 (ten) Corporate, Institutional, and Professional Members either present or by proxy at an Annual General or an Extraordinary meeting. Each Corporate, Institutional, and Professional Member may by written or electronic notice to the Secretariat accredit a proxy who will attend and exercise the vote of the Member at the meeting.

A resolution for the alteration of the Constitution must be received by the Secretariat of the IFAat least three calendar months before the Meeting at which the resolution is to be brought forward.

At least two calendar months notice of such a Meeting must be given by the Secretariat to the membership and must include notification of the alteration proposed. Provided that no alteration shall be made to Article III (objects), Article XIII (dissolution) or this Article, without the prior approval in writing of the Charity Commissioners or other authority having charitable jurisdiction and no alteration shall be made which would have the effect of causing the IFA to cease to be a charity in law

ARTICLE XIII - DISSOLUTION

The IFA may be dissolved by a Resolution passed by a two thirds majority of not less than 10 (ten) Corporate, Institutional, and Professional Members either present or by proxy at an Annual General or an Extraordinary meeting convened for the purpose. Each Corporate, Institutional, and Professional Member may by written or electronic notice to the Secretariat accredit a proxy who will attend and exercise the vote of the Member at the meeting.

Three calendar months notice shall be given to the Members.

Such resolution may give instructions for the disposal of any assets of the IFA, provided that if any property remains after the satisfaction of all debts and liabilities such property shall not be paid to or distributed amongst the Members of the IFA but shall be given or transferred to such other charitable institution or institutions having objects similar to the objects of the IFA or such of them as the members of the IFA voting at the said Extraordinary General Meeting may determine and if and in so far as effect cannot be given to this provision then to some other charitable purpose

ARTICLE XIV - LAWS

The terms of this constitution shall be governed and construed according to the laws of England and Wales.

**SUPPLEMENTAL PROVISIONS**

**ARTICLE XV ‑ MEMBERSHIP**

1. Application for Membership

(i) Application for Membership shall be submitted to the Secretariat in the form and detail required by the Board for its consideration and action. If the application is found to be in order and the Applicant is found to be eligible for Membership of the IFA, the Applicant shall be duly elected as a Member in the appropriate category. Otherwise the application shall be rejected.

(ii) The application for Corporate, Institutional, and Professional Membership shall be effective upon payment of entrance fees and dues for the current year as applicable to the class of Membership and as determined from time to time at a General Meeting of the IFA. Current membership fees of the various classes of membership shall be quoted on the IFA media.

(iii) The application for Student/Apprentice Membership shall be effective upon verification that the applicant is attending an appropriate course or apprenticeship scheme.

(iv) Election to Honorary Membership or Honorary Fellowship shall be by a majority vote in favour at a General Meeting of a proposal put to the Meeting by the Board.

2. Termination of Membership

1. Any Member may resign by serving notice upon the Chief Executive Officer of such resignation. Such resignation shall be effective one calendar month after service of written notice of resignation upon the Chief Executive Officer but the effectiveness of such resignation shall not discharge the obligations of such Member to the IFA for membership or other dues which are owing by such Member on the date when the resignation becomes effective nor for the return of any property belonging to the IFA.

(ii) The Board may serve upon a Member one calendar month notice of termination of that Member's membership, subject to a hearing by the Board at the expelled Member's request, for the following reasons:

a) Failure by the Member to comply with the Constitution of the IFA including any rule or regulation or standing order adopted by the IFA; and/or

b) Continuance of Membership would in the opinion of the Board be prejudicial to the aims or interests of the IFA and/or

c) The Member is declared bankrupt, placed in a receivership or makes an assignment for the benefit of its creditors or ceases to hold the authority under which it operated as relevant to the objects of the IFA.

 (iii) Student and Apprentice membership will cease after the completion of their degree course

 or completion of their apprenticeship or if they terminate their course or
 apprenticeship.

3. Rights of Members

(i) Only those Corporate, Institutional, and Professional Members who are not in debt to the IFA shall be entitled to vote at any meeting of the IFA.

(ii) (a) Members whose subscription is in arrears shall forfeit all rights and privileges of
 membership until such arrears of subscriptions and any other outstanding indebtedness to the IFA is paid in full. The Board may terminate the membership of a Member whose subscription is two years overdue.

(b) An organisation whose Corporate or Institutional Membership or a person whose Professional Membership is terminated for the above reason shall not be
absolved from liability for payment of the outstanding subscriptions or from the return of any property owned by the IFA.

ARTICLE XVI ‑ GENERAL MEETING

1. The Annual General Meeting shall:

 (i) Elect the Members of the Board in accordance with Article XVII.

(ii) Receive and consider reports of the Board.

(iii) Receive and consider reports of any sub‑committee, study group or working group appointed by a previous Meeting or the Board.

(iv) Receive and consider reports from Officers of the IFA.

(v) Pass upon the accounts of the past financial year.

(vi) Transact any other business as may be on the Agenda for the Meeting.

(vii) Transact at the discretion of the President, or if he or she is not present, at the discretion of the Chairman of the Meeting, any other business of an urgent nature.

2. Each Corporate, Institutional, and Professional Member shall be entitled to one vote on any single issue. Each Corporate, Institutional, and Professional Member may by written or electronic notice to the Secretariat accredit a proxy who will attend and exercise the vote of the Member at the meeting. Each Corporate or Institutional Member may send observers to the Meeting but they will have no power to vote.

3. The President shall take the Chair at meetings of the IFA. In his absence an Officer of IFA will take the Chair. In the event that none of the aforesaid Officers of the IFA are present the Members shall elect one of their number to take the Chair by simple majority.

4. At all General Meetings every resolution or amendment must have been produced in writing and delivered to the Chief Executive Officer. In advance thereof in accordance with the procedure laid down in Article VII 3.

5. A resolution or amendment put to the vote of a General Meeting shall be decided by a majority vote by a show of hands unless before the declaration of the result of the show of hands a poll is demanded by:

(i) the Chairman of the Meeting; or

(ii) at least three Corporate, Institutional or Professional Members present at the General Meeting.

In the event of an equal number of votes being cast for and against the resolution or amendment, either by a show of hands or as a result of a poll, the Chairman of the Meeting shall be entitled to a second or casting vote.

ARTICLE XVII – BOARD

1. The number of Members of the Board shall be a maximum of 19 Executive Members with a minimum of four Corporate or Institutional and four Professional Members and five Non Executive Members unless otherwise determined by a General Meeting. The IFA President shall be a Non Executive member of the Board and the Chief Executive Officer, Finance Director and Vice President Technical shall also be Members of the Board. In the event of there being a greater number of Corporate, Institutional, and Professional Executive member nominees than required for membership of the Board, the required number obtaining the highest number of votes shall be elected

2. Minutes shall be kept by the Board and the appropriate officer designated by the Board shall record all proceedings and resolutions passed or considered by the Board or the Corporate, Institutional or Professional members in General Meeting

3. Executive Members

(i) Each Corporate or Institutional Member may nominate one candidate to serve as an Executive member upon the Board; such candidate being the Member's duly accredited representative. A Corporate or Institutional Member has the right to replace its representative serving on the Board during the term of office of that representative. In the event of resignation during the term of office and the Corporate or Institutional Member does not effect such replacement the Board may co-opt a Member to serve out the resigning member’s term of office.

(ii) The Board may nominate Professional Members to serve on the Board. The General Meeting shall cast votes as to the acceptance or rejection of each nomination.

(iii) Executive Members will serve on the Board for a period of 3 years after which they will retire.

(iv) All persons who shall retire shall become eligible for re-election by the Annual General Meeting at which they would otherwise have retired and shall, if willing to continue to act, submit themselves for re-election in accordance with these provisions. Any person who shall not seek re-election or is not reappointed or re‑elected shall remain in office until the Annual General Meeting appoints someone in his place and if it does not do so until the end of the Annual General Meeting,

(v) a) Any person who shall stand for re-election shall submit themselves for election by the General Meeting and shall notify in writing or electronically the Chief Executive Officer no less than two calendar months prior to the General Meeting of their intention to seek election or re-election.

 b) Any person who shall stand for election shall submit themselves for election by the General Meeting and shall notify in writing or electronically including a current Curriculum Vitae and an endorsement by another member of the Board to the Chief Executive Officer no less than 2 calendar months prior to the General Meeting of their intention to seek election.

(vi) Not less than one calendar month before the date appointed for the Annual General Meeting notice shall be given to all who are entitled to receive notice of the Annual General Meeting of any persons who are seeking election or re­election at the Annual General Meeting.

4. **Non Executive Members**

(i) In addition to the President, the Board shall nominate five candidates as Non Executive members and they shall be appointed by a resolution passed at a General Meeting of the IFA. A memorandum of such a resolution signed either by the person presiding at the meeting or in some other manner directed by the meeting, and attested by two persons at the meeting and duly sealed, shall take effect as the deed of appointment of such Non Executive member or members. The discharge of a Non Executive member will take place in like manner.

(ii) Non Executive members of the Board shall act as Trustees of the IFA and shall be responsible for ensuring that Executive members of the Board are acting in accordance with the Constitution and the IFA Strategy which includes the Mission, Vision and Values. For this purpose a majority of Non Executive members has the right of veto over any proposal not in line with the Constitution or Strategy, mission, vision or values. Non Executive members may vote by written or electronic notice to the Secretariat or accredit a proxy who will attend and exercise the vote of the member at any meeting.

(iii) Whenever any Non Executive member shall die, desire to be discharged or become incapable of acting, a successor of such Non Executive member shall, as soon as convenient, be nominated or appointed in like manner so that the original number of Non Executive members shall be restored.

(iv) Non Executive members shall not hold any remunerated office or employment under the IFA.

(v) All freehold or leasehold property, stocks, shares securities or other property of the IFA shall be vested in the Non Executive members of the Board for the time being.

ARTICLE XVIII ‑ OFFICERS

1. Subject to the approval of the General Meeting the Board shall have the authority to invite a person of distinction who need not be a Member of the IFA to accept the Office of Patron of the IFA.

2. The Board shall appoint a person of good standing in the industry to the office of President and who shall hold office for a period of two years with the option to extend this period by agreement of the Board. The President shall be a Non Executive member and Trustee and shall have a vote at Board meetings.

3. The Board shall appoint a person from among their own number who shall act as Chairman of the Board and who shall in the event of a tied vote in the Board’s meetings have a casting vote.

4. In the absence of the Chairman the members of the Board shall elect one of their number to the chair for the meeting and that person shall be entitled to a casting vote upon a tied vote as if they had been Chairman appointed in accordance with Clause 3 above.

5. The Board shall have the authority to invite the Chairman of the various committees of the IFA and Advisers to attend its meetings but when in attendance such Chairmen, other than the Technical Director, shall not have the right to vote on any issue considered by the Board and shall not take part in the proceedings of such meetings unless called upon by the Board.

 6. The Board shall have the power to appoint Vice‑Presidents whether or not from among their own number to foster the aims and objectives of the IFA and to promote the IFA in such countries or regions for which they are appointed. The Board shall have the power to amend the geographical areas and number of Vice‑Presidents, as circumstances require provided that all the activities of the Vice-Presidents shall be fully reported back to the Board as soon as possible.

7. The Board shall appoint a Chief Executive Officer, Finance Director and Vice President Technical as Executive members of the Board.

8. The Board may appoint such other Officers and Assistants, including remunerated Officers and Assistants as may from time to time be necessary for the administration and furtherance of the aims and objectives of the IFA provided that no member of the Board shall hold any remunerated office or employment under the IFA.

ARTICLE XIX‑ FINANCE AND ACCOUNTS

1. The Chief Executive Officer shall cause accounts to be kept with respect to:

(i) all sums of money received and expended by the IFA; and

(ii) all sales and purchases of goods by the IFA; and

(iii) the assets and liabilities of the IFA.

2. A copy of every Balance Sheet, prepared on the completion of each financial year shall be laid before and approved by the Annual General Meeting and thereafter copies of the Balance Sheet shall be delivered to the members.

3. Bank accounts shall be opened in the name of the IFA and the Chief Executive Officer and Finance Director shall pay all monies received in connection with the affairs of the IFA into such accounts.

4. All cheques, orders and other negotiable instruments or electronic transfers issued for and on behalf of the IFA having a value in excess of £8000 shall be authorised by at least two Board Members.

5. The Chief Executive Officer shall cause the accounts to be prepared and reviewed at the end of each financial year by a qualified accountant and negotiate remuneration for such work. This does not detract from the authority of a General Meeting to call for an audit, should circumstances so warrant, and to appoint an auditor of its own choosing.

6. All sums of cash at any time belonging to the IFA and not needed as a balance for working purposes shall be invested in accordance with the provisions in that behalf hereinafter set out.

7. The Board, subject to the agreement of the Non Executive members, may invest any monies requiring investment in or upon any purchase of freehold or leasehold property in Great Britain or in or upon the purchase of any stocks funds shares securities of investments of whatever nature and wherever situate and whether or not authorised by law for the investment of trust funds and the Board shall have the power from time to time to vary or transpose all or any such investments into others hereby authorised as often as the Board shall consider this expedient.

8. The Board, subject to the agreement of the Non Executive members, may from time to time borrow money on such reasonable terms as to repayment interest and otherwise as they may think fit upon the security of the whole or any part or parts of any real property forming part of the funds of the IFA for any of the purposes and objects of the IFA.

9. The Board shall not be bound in any case to act personally but shall be at liberty to employ any agent or servant to transact all or any business of whatever nature required to be done in furthering the objects of the IFA and shall be entitled to be allowed and paid all charges and expenses incurred by the Board in the administration thereof and shall not be responsible for the defaults of any such agent or servant or any loss occasioned by his employment.

ARTICLE XX – DISTRIBUTION

A copy of the Constitution as amended and approved by the General Meeting held on the 27th February 2018 shall be circulated to each Member.

ARTICLE XXI ‑ EFFECTIVE DATE

This amended Constitution shall come into effect from the 27th February 2018 and from that date shall supersede in total the Amended Constitution and Amended Rules that came into effect on the 27th April 2017.

ADOPTED BY RESOLUTION of the General Meeting held at CAA UK, Aviation House, Gatwick Airport, UK on 27th February 2018.