



**WORLD AIRLINES CLUBS ASSOCIATION**

# **WACA MANUAL**

## **Part I — Constitution and Bylaws**

**FEBRUARY 2009**



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## Preface

The World Airlines Clubs Association (WACA) Manual is published in two documents:  
Part I — Constitution and Bylaws  
Part II — Procedures and Guidelines.

Part I, the Constitution and Bylaws, defines in detail WACA's purpose and objectives and sets forth procedures to conduct the business of the Association.

General information about the Association, its procedures and guidelines are detailed in Part II.

Members of the Association play a vital and dynamic rôle within the commercial airline industry. Any ideas and suggestions to enhance this rôle should be communicated to WACA Headquarters.

Further information about the Association can be obtained from:

World Airlines Clubs Association  
c/o International Air Transport Association  
800 Place Victoria  
P.O. Box 113  
Montreal, Quebec  
Canada H4Z 1M1

*Telephone:* +1 (514) 874-0202

*Facsimile:* +1 (514) 874-1753 (*Attention: Manager, WACA Headquarters*)

*E-mail:* [info@waca.org](mailto:info@waca.org)

Preface  
February 2009

## **Section 1**

# **CONSTITUTION**

### **1.1 ARTICLE 1 — NAME AND DESCRIPTION**

The name of this association shall be the "World Airlines Clubs Association" (WACA), hereinafter referred to as the "Association". The acronym of the Association is "WACA".

The administration address is c/o International Air Transport Association, 800 Place Victoria, P.O. Box 113, Montreal, Quebec, Canada H4Z 1M1.

The Association shall remain in being for an indefinite period.

### **1.2 ARTICLE 2 — PURPOSE AND OBJECTIVES**

#### **1.2.1 The purpose and the objectives of the Association are:**

(a) to unite, coordinate, advise and arbitrate the activities of the Airlines/Interline Clubs throughout the world;

(b) to publicise, encourage, promote and extend the Airlines/Interline Clubs movement;

(c) to unite the members of the Airlines/Interline Clubs in friendship, good fellowship and mutual understanding;

(d) to encourage active participation in all activities demonstrating to the public the important contribution the international airlines are giving for better understanding among the peoples of the world;

(e) to introduce free discussions on all subjects of interest to civil and commercial aviation;

(f) to promote air transportation as a mode of travel and to promote better service to the travelling public;

(g) to provide social and economic causes to the benefit of the airline industry and the community in general.

#### **1.2.2 In no case will the Association be used:**

(a) to promote the business of any individual member;

(b) to impose on its membership any limitations arising from differences of status, social standards, race or politics.

### **1.3 ARTICLE 3 — MEMBERSHIP**

- 1.3.1 The membership of the Association shall be composed of Airlines/Interline Clubs whose individual membership is taken from within the civil and commercial airline industry.
- 1.3.2 The Association can recognise the existence of more than one Member Airline/Interline Club from a city or municipal area provided that such Member Clubs shall be known by distinctive names and be in accordance with 2.1.1(f) of the Bylaws.
- 1.3.3 Every Airline/Interline Club granted a certificate of membership within the Association thereby agrees to conduct itself in accordance with the Constitution and Bylaws of the Association where such does not contravene the laws of the country, state, province or municipality in which the Member Club functions.
- 1.3.4 An individual actively employed or retired from the civil and commercial airline industry may apply to become a WACA Member-at-Large providing:
- (a) there is an insufficient number of individuals to warrant forming an Airline/Interline Club (in accordance with the 5.1.7 of the WACA Manual, Part II — Procedures and Guidelines;
  - (b) the individual lives/works outside a 100 km (60 miles) radius of a WACA Member Club.
- 1.3.5 The Association can accept official Sports and/or Social Clubs of airlines as Corporate Associate Member Clubs.

### **1.4 ARTICLE 4 — INTERNATIONAL ASSEMBLIES OF DELEGATES**

- 1.4.1 The ultimate authority of the Association is vested in a General Assembly composed of delegates/alternates from the Member Clubs.
- 1.4.2 Each Member Club shall be entitled to be represented by one delegate/alternate in any Assembly.
- 1.4.3 The number of votes to which any Member Club is entitled shall be one.
- 1.4.4 A General Assembly of Delegates shall be convened:
- (a) once in each calendar year and shall be termed "Annual General Assembly (AGA) of WACA";
  - (b) if a request is made either by the Auditors or by one-third ( $\frac{1}{3}$ ) of the Member Clubs;
  - (c) by the President of the Association in case of emergency.

**1.5 ARTICLE 5 — EXECUTIVE COMMITTEE COMPOSITION AND MANDATE**

1.5.1 The administrative and executive body of the Association shall be an Executive Committee (EC) composed of the following:

President,  
Secretary General,  
Vice President Finance and Treasurer,  
Vice President Public Relations,  
Vice President International Events and Special Projects,  
Five Regional Vice Presidents —  
    Europe  
    Far East and Australasia  
    Latin America and Caribbean  
    Africa, Indian Ocean Islands and Middle East  
    North America.

In order to ensure the impartiality of the EC, it is recommended that at the time of the election elected members shall be representatives of as many Airlines/Interline Clubs as possible and not more than two (2) individuals of the same Member Club be considered for election to the EC. To qualify for the positions on the EC as President, Secretary General or Vice President Finance and Treasurer, a candidate must be an airline or IATA employee. To qualify for all remaining positions a candidate must be a current or retired airline or IATA employee. The President or Secretary General or Vice President Finance and Treasurer cannot be from the same Club.

1.5.2 The EC shall handle the day-to-day administration and management of the affairs of the Association in conformity with the Bylaws and in accordance with the decisions of the Assembly.

1.5.3 The members of the EC shall be nominated and elected in accordance with the Bylaws.

**1.6 ARTICLE 6 — INCOME**

Each Member Club shall pay annual dues as described in the Bylaws.

**1.7 ARTICLE 7 — INTERNAL AUDITORS COMPOSITION AND MANDATE**

1.7.1 Two Auditors shall be elected by the Assembly in accordance with 2.4.4(b) of the Bylaws. They shall be responsible only to the Assembly for the internal financial control of the EC and the proper handling of funds. Their term of office is two (2) years.

1.7.2 At an Election Assembly, retiring EC members may not be considered for appointment.

1.7.3 To ensure impartiality, the Auditors and Deputy Auditors must be independent and should not be from the same Member Club and they must not be from the same Member Club as the elected Vice President Finance and Treasurer. The Auditors and Deputy Auditors must be current members of an Airline/Interline Member Club at the time of the appointment.

1.7.4 The annual audit must be completed within three (3) months of the fiscal year end (defined in 2.11.8 of the Bylaws) and the balance sheet and audited statement distributed to all Member Clubs at the latest two (2) months prior to the AGA.

## **1.8 ARTICLE 8 — INSIGNIA**

The Association shall cause to be designed, adopted and preserved, an emblem as described in the Bylaws for the exclusive use of WACA and the Member Clubs.

## **1.9 ARTICLE 9 — OFFICIAL LANGUAGE**

The official language of the Association shall be English.

## **1.10 ARTICLE 10 — ADOPTION AND AMENDMENTS TO THE BYLAWS**

Bylaws not inconsistent with the Constitution embodying additional provisions for the organisation and administration of the Association shall be adopted and amended only by an Assembly or as the result of a mail vote.

## **1.11 ARTICLE 11 — DISSOLUTION**

1.11.1 The dissolution of the Association may be decided at any time, subject to two-thirds ( $\frac{2}{3}$ ) majority of the total number of Member Clubs which at that date are members of the Association voting in favour of such dissolution.

1.11.2 All votes concerning dissolution shall be submitted in written form and shall be accepted even though the Member Club delegate or alternate may not be present at an Assembly called to examine the situation.

1.11.3 In case of dissolution of the Association, the funds on hand shall be returned to the Member Clubs by the Vice President Finance and Treasurer in proportion to their contributions. A final financial status report shall be issued by the Auditors showing distribution of the funds.

## **1.12 ARTICLE 12 — AMENDMENTS TO THIS CONSTITUTION**

1.12.1 Amendments to this Constitution can be made only by the Assembly upon proposals by any Member Club or the EC.

- 1.12.2 Such proposal(s) shall reach the WACA office addressed to the Secretary General two (2) months before the Assembly and it/they shall be circulated to the WACA Member Clubs one (1) month before the opening date of the Assembly.
- 1.12.3 Any proposal to amend the composition of the Executive Committee (defined in 1.5.1 of this Constitution) will only be considered at a non-Election Assembly.
- 1.12.4 Amendments to this Constitution and the Bylaws must be approved by at least a two-thirds ( $\frac{2}{3}$ ) majority of votes at the Assembly by delegates or alternates to become effective. If so approved, amendments to this Constitution and the Bylaws shall be effective immediately and shall be published in the minutes of the Assembly.
- 1.12.5 The Secretary General shall forward to the EC all proposed Constitution amendments received within the stipulated time. The EC shall study all such proposed Constitution amendments and, having studied them, may appoint a special committee or individual for further study.
- 1.12.6 The text of all proposed Constitution amendments together with the results of the study, if any (in accordance with 1.12.5 of this Constitution), shall be attached to the agenda of the Assembly.
- 1.12.7 If the EC shall decide that an emergency exists, proposed Constitution amendments may be studied and submitted to the Member Clubs for a mail vote. The EC may, if it so desires, add any other proposal(s) for amendment(s) or may make an alternate suggestion(s), proposal(s) or recommendation(s) to amendment(s) received from a Member Club. Approval by mail vote of such amendment(s) shall require a two-thirds ( $\frac{2}{3}$ ) majority of those Member Clubs voting. The mail vote closing date will be advised by the Secretary General. The result of any mail vote shall be notified to Member Clubs by the Secretary General within one (1) month of the closing date for voting.



## **Section 2 BYLAWS**

### **2.1 ARTICLE 1 — MEMBERSHIP IN WACA**

#### **2.1.1 Admission of Airlines/Interline Clubs**

(a) Application for admission of Airlines/Interline Clubs to WACA shall be made in writing to the Secretary General. Such application shall include:

- (i) one (1) copy of the Constitution and Bylaws of the Airline/Interline Club in the English language,
- (ii) the list of its officers.

(b) The Secretary General, having obtained in writing the consent of the majority (more than half) of members of the EC, shall accept the application. The Secretary General shall then inform the Airline/Interline Club of its acceptance as a member of the Association.

(c) The Airline/Interline Club, having been notified of its admission for membership which shall date from the approval of the application, will pay its entrance fee within two (2) months. Upon receipt of this fee by the Vice President Finance and Treasurer of the Association, a Membership Certificate will be issued by the Secretary General.

(d) In the event of the rejection of an application for membership, the reason(s) for such rejection must be advised in writing by the Secretary General to the Airline/Interline Club concerned.

(e) An Airline/Interline Club in process of formation shall not be entitled to the subtitle "Member of the World Airlines Clubs Association" until its admission has been approved by the EC and it has been duly notified by the Secretary General.

(f) Under normal circumstances, the admission of a second Airline/Interline Club within the same immediate geographical area would not be permissible, unless there is no objection from the existing WACA Member Club.

2.1.2 Each Airline/Interline Club joining the Association shall pay an entrance fee of USD 80.00 to the Vice President Finance and Treasurer of WACA. This entrance fee shall constitute the only payment during the first year of membership in order to keep the financial costs of membership in WACA for new Member Clubs as low as possible.

#### **2.1.3 Airline/Interline Club Bylaws**

(a) The Airline/Interline Club shall supply the Secretary General with a current copy of its Constitution and Bylaws, including revisions

(b) The Secretary General shall, when submitting the application of any new Airline/Interline Club to the EC, confirm that the Bylaws of the applying Airline/Interline Club contain no provision which is contrary to the Constitution or Bylaws of the Association.

(c) In considering these Bylaws and any subsequent amendments, the EC shall be guided by the necessity to comply with the laws and customs of any nation, state or province, so long as these do not conflict with the objectives of the Airlines/Interline Clubs movement as provided in the Constitution or the provisions of the Bylaws of WACA.

2.1.4 Each Airline/Interline Club elected to membership in the Association shall have the following rights:

(a) to bear the title "Member of the World Airlines Clubs Association";

(b) be permitted to make use of the title "WACA" on all official Club stationery;

(c) to appoint delegates and alternates as provided in the Constitution and to vote at an Assembly of the Association;

(d) to require of other Member Clubs a friendly reception of any of its members in their meeting places and at functions organised by those Clubs;

(e) such other rights as may be implied in the Bylaws or authorised by the Association from time to time.

2.1.5 Every Airline/Interline Club admitted to the Association shall observe the following obligations:

(a) comply with the provisions of the Constitution and Bylaws of the Association and, where applicable, ensure that they are complied with by its members;

(b) answer with the least possible delay all correspondence and all inquiries from the Association;

(c) comply promptly with the provisions of these Bylaws in respect of the Airline/Interline Club's finances and subscriptions;

(d) promote the objectives of the Airlines/Interline Clubs movement;

(e) protect the reputation of the Airlines/Interline Clubs;

(f) Arbitrate through its own committee in any dispute concerning the Airlines/Interline Clubs movement, which may arise between its own members;

(g) give a friendly welcome to the members of all other Member Clubs in its meeting places and at functions which it may organise.

2.1.6 Admission of Members-at-Large

(a) Application for admission to the WACA Member-at-Large programme shall be made in writing to the Secretary General accompanied by proof of eligibility and the appropriate annual dues (currently USD 30.00).

(b) The Secretary General having verified the eligibility of the applicant (in accordance with 1.3.4 of the Constitution), shall accept the application. The Secretary General shall then inform the applicant of his/her acceptance as a Member-at-Large of the Association.

(c) In the event of the rejection of an application for membership, the reason(s) for such rejection must be advised in writing by the Secretary General to the individual concerned.

2.1.7 Each Member-at-Large of the Association shall be entitled to:

(a) a twelve month membership in the programme;

(b) a WACA Membership Card which entitles him/her to attend any WACA event;

(c) a friendly reception from the members of Member Clubs at functions organised by those Clubs;

(d) such other rights as may be implied in the Bylaws or authorised by the Association from time to time.

2.1.8 Each Member-at-Large of the Association shall observe the following obligations:

(a) comply with the provisions of the Constitution and Bylaws of the Association where applicable;

(b) answer with the least possible delay all correspondence and all inquiries from the Association;

(c) comply promptly with the provisions of these Bylaws in respect of the Member-at-Large's finances;

(d) promote the objectives of the Airlines/Interline Clubs movement;

(e) protect the reputation of the Airlines/Interline Clubs;

(f) greet members of Member Clubs at any WACA function in a cordial and friendly manner.

2.1.9 Admission of Corporate Associate Member Clubs

(a) Application for admission to WACA Corporate Associate Membership shall be made in writing to the Secretary General accompanied by proof of eligibility.

(b) The Secretary General having confirmed the eligibility of the applicant (in accordance with 1.3.5 of the Constitution) shall accept the application and inform the Airline Sports and/or Social Club of its acceptance as a Corporate Associate Member Club of WACA.

(c) In the event of the rejection of an application for membership, the Secretary General shall inform the applicant in writing of the reason(s) for such rejection.

(d) The Corporate Associate Member Club, having been notified of its admission for membership as of the date of the approval of the application, shall pay USD 150.00 within two (2) months of admission to the Vice President Finance and Treasurer. Upon receipt of this fee, a Corporate Associate Membership Certificate will be issued by the Secretary General.

2.1.10 Each Airline Sports and/or Social Club accepted to Corporate Associate Membership shall be entitled:

(a) to the title “Associate Member of the World Airlines Clubs Association”;

(b) to make use of the title “WACA” on all its official Club stationery;

(c) to require of other Member Clubs a friendly welcome to its members in their meeting places and at their functions; and

(d) to such other rights as may be granted by the Bylaws or by the Association from time to time.

2.1.11 Corporate Associate Member Clubs admitted to the Association shall:

(a) comply with the provisions of the Constitution and Bylaws of the Association and, where applicable, ensure that they are complied with by its members;

(b) appoint an official representative (whose name must be communicated to WACA Headquarters) to attend to all correspondence and inquiries from the Association with the least possible delay and to represent the Club, without any voting rights, at WACA meetings and Annual General Assemblies;

(c) comply promptly with the relevant provisions of WACA’s Bylaws;

(d) promote the objectives of the World Airlines Clubs Association;

(e) give a friendly welcome to the members of all WACA Member Clubs in its meeting places and at its functions.

## **2.2 ARTICLE 2 — TERMINATION OF MEMBERSHIP IN THE ASSOCIATION**

### **2.2.1 Non-payment of Dues**

(a) Any Member Club may be subject to termination or suspension for non-payment of dues in accordance with 2.11.2(e) of these Bylaws.

(b) It shall be the duty of the Secretary General to inform any such defaulting Member Club of its termination of membership. This information should be circulated to all paid-up Member Clubs at the same time, preferably by letter or e-mail from WACA Headquarters.

(c) The membership of any Member-at-Large whose annual subscription has not been received on the renewal date by the Vice President Finance and Treasurer, shall cease to be a member of the Association.

(d) The membership of any Corporate Associate Member Club whose annual subscription has not been received on the renewal date by the Vice President Finance and Treasurer, shall cease to be a member of the Association.

### **2.2.2 Discipline**

(a) Any Member Club, Member-at-Large or Corporate Associate Member Club, that fails to conform to the Bylaws or which/who, for any reason, causes moral or material damage to the Association or to any of its Member Clubs may be suspended by the EC, provided that a letter or e-mail stating the reasons for such suspension has been sent to the President of such Member Club, Member-at-Large or the representative of the Corporate Associate Member Club.

(b) The EC shall report its decision to the Assembly and, if it deems necessary, propose the expulsion of the Member Club, Member-at-Large or the Corporate Associate Member Club from the Association. The Member Club, Member-at-Large or Corporate Associate Member Club may state its/his/her case before the Assembly which shall then decide, by at least two-thirds ( $\frac{2}{3}$ ) majority of votes either:

(i) to confirm the expulsion, or

(ii) to confirm the suspension and fix the duration thereof, or

(iii) to readmit the Member Club, Member-at-Large or Corporate Associate Member Club to the Association.

2.2.3 Any Member Club or Corporate Associate Member Club may resign from the Association provided such Member Club or Corporate Associate Member Club has fulfilled its financial and other obligations to the Association. Such resignation shall be made by letter or e-mail addressed to the Secretary General and the WACA Certificate of Membership must be returned to WACA Headquarters. The resignation shall be effective immediately.

2.2.4 If a Member Club or Corporate Associate Member Club for any reason, fails to function or disbands, the EC shall terminate the membership of such Club in the Association. However, if in the opinion of the EC, there is a possibility of reorganising the Club, the termination of membership may be deferred for a specified period pending the outcome of the efforts to reorganise.

2.2.5 Any Member Club or Corporate Associate Member Club which for any reason under Article 2 of the Bylaws, or for any other reason, ceases to be a Member of the Association, shall relinquish the title "Member of the World Airlines Clubs Association", shall not thereafter use the name or insignia of the Association in any way whatsoever and shall surrender its WACA Certificate of Membership. It shall be the duty of the Secretary General to proceed to recover the WACA Certificate of Membership of any Member Club or Corporate Associate Member Club whose membership has been terminated.

### **2.3 ARTICLE 3 — ASSEMBLY OF INDIVIDUALS OF AIRLINES/INTERLINE CLUBS**

Any bona fide member of an Airline/Interline Club which is a member of WACA may attend any assembly of the Association.

### **2.4 ARTICLE 4 — ASSEMBLY OF DELEGATES**

#### **2.4.1 Time and Place**

(a) Any Club in membership of WACA for a minimum of two (2) years that wishes to host an Annual General Assembly (AGA), or to act as substitute (back-up) hosting Member Club, shall apply in writing to the Secretary General not less than two and a half (2½) years before the date proposed.

(b) The substitute Member Club will acquire its definite nomination as hosting Member Club in the event, and on the date that, the nomination of the first appointed hosting Member Club is revoked by decision of:

- (i) an Assembly, or
- (ii) the EC in accordance with 1.5.2 of the Constitution, or
- (iii) the EC in case of urgency.

(c) The nomination of a hosting Member Club can be revoked on the following grounds amongst others:

- (i) in the event the hosting Member Club fails to report and/or to submit a definite package at the AGA one (1) year after the original bid,
- (ii) in the event the hosting Member Club and/or its Organising Committee does not adhere to the decision of, or the instructions given, by the Assembly and/or the EC.

(d) A list of Member Clubs wishing to host an AGA, and complying with the conditions set forth in 2.4.1(a), shall be published and distributed to all Member Clubs by the Secretary General.

(e) The Assembly shall approve the time and place for holding the AGA two (2) years hence.

(f) If no Member Club bids for an AGA by the two and a half years limit, the EC shall enquire if any club would wish to host the AGA. If no Member Club is interested, the WACA EC shall fix the time and place for the AGA. A presentation of the AGA to be hosted by the EC will be given at the prior AGA. There will be no vote.

#### 2.4.2 Call

(a) The Secretary General shall issue, on behalf of the EC, the notice of the meeting of the Assembly to the following persons at least three (3) months before the date fixed:

the President or Secretary of each Member Club,  
the Members of the EC,  
the Auditors.

(b) The place, date and time of the Assembly will be shown on the notice and attached will be:

the Delegate Credential Form,  
outline of the proposed programme of events,  
instructions concerning nominations for elections as provided in these Bylaws,  
instructions concerning the submission of motions for discussion by the Assembly,  
any other matter.

(c) The call for a Special Assembly shall be issued at least two (2) months prior to the date thereof but it shall not be called within the period of four (4) months immediately preceding any regular Assembly.

#### 2.4.3 Officers of the Assembly

(a) The Officers of the Assembly shall be members of the EC.

(b) The President, assisted by the Secretary General, will chair the AGA. In addition, the President may submit to the EC for approval, one or more members of any Member Club as "Temporary Officers of the Assembly" for special duties in connection therewith.

#### 2.4.4 The Assembly constitutes the supreme authority of the Association. It alone possesses the following powers:

(a) election to, and relief from, office of members of the EC;

(b) election to, and relief from, office of the Auditors;

- (c) approval of the annual accounts and balance sheet;
- (d) approval of the budget;
- (e) the rate of annual dues to be paid by the Member Clubs to the Association;
- (f) approval of the annual reports of officers of the Association;
- (g) interpretation of the Constitution and Bylaws and approval or rejection of any proposed amendments;
- (h) designation of the time and place of the next regular Assembly;
- (i) discussions and decisions concerning matters raised by the Member Clubs, the EC or the Auditors in accordance with these Bylaws;
- (j) dissolution and liquidation of the Association.

#### 2.4.5 Delegates/Alternates

- (a) Qualifications: each delegate and alternate shall be a current member of the Member Club the delegate and alternate is representing.
- (b) Credentials:
  - (i) the authority of each delegate and alternate shall be indicated on the official Delegate Credential Form and Questionnaire provided by the Secretary General to each Member Club and must be signed by the President or Secretary of the Member Club concerned,
  - (ii) all credentials must be addressed to the Secretary General and must reach WACA Headquarters not later than two (2) months before the date fixed for the opening ceremony of the Assembly. Delegates/alternates representing Member Clubs which have not complied with this rule may not be allowed to exercise their right to vote during the Assembly, if so decided by the EC.

2.4.6 Individual club members not appointed as delegates or alternates may attend the meetings of the Assembly as observers. They shall not have voting rights.

#### 2.4.7 Quorum (*defined in Appendix B*)

- (a) An Assembly may meet and its deliberations shall be valid if a majority (more than half) of the total number of Member Clubs are represented by at least one delegate/alternate, except at the opening session for which no quorum shall be necessary as long as no business requiring a vote is transacted.

(b) In the event of a quorum not being reached, the Assembly shall nevertheless proceed to discuss all matters on the agenda but, in any matter where a vote is necessary, the decision(s) reached shall not become binding upon Member Clubs until the minutes have been circulated and each Member Club has had the opportunity to advise the Secretary General of its views. In any matter(s) contained in the minutes where a majority (more than half) of Member Clubs are against the decision(s) taken by an Assembly where a quorum was not present, the decision(s) shall be void and the question(s) shall be placed on the agenda for the next Assembly for re-discussion and vote.

2.4.8 In the event that circumstances beyond the control of WACA and/or the hosting Member Club should occur that would question the feasibility of carrying out the AGA as planned, the EC should make a decision together with the hosting Member Club whether to go ahead with the planned AGA, postpone or cancel. Within thirty (30) days, the membership will be contacted by the Secretary General to hold a vote. It is the responsibility of the Regional Vice Presidents to follow up with Member Clubs in their region that they exercise their right to vote.

## **2.5 ARTICLE 5 — PROCEDURE AT ASSEMBLIES**

2.5.1 The Secretary General shall prepare a detailed agenda for the Assembly which shall be distributed to the people listed in 2.4.2(a) of these Bylaws not less than one (1) month before the date of the Assembly.

2.5.2 Matters for Discussion

(a) Matters for inclusion on the agenda of the Assembly, other than modification to the Constitution or Bylaws, may be submitted by:

- (i) any Member Club,
- (ii) the EC.

(b) A Member Club wishing to submit a matter for the agenda shall forward it in writing to the Secretary General at least two (2) months before the date of the opening ceremony of the Assembly.

(c) The Secretary General cannot refuse to submit these matters to the Assembly.

(d) Proposals for amendments to the Constitution or Bylaws shall be submitted only in accordance with 1.12 of the Constitution and/or 2.12 of these Bylaws.

2.5.3 Decisions and Votes

(a) Each Member Club represented shall be entitled to vote provided it has paid its annual dues. A Member Club which is not represented cannot vote.

(b) All matters on the agenda will be discussed by the Assembly unless, by a majority (more than half) on a show of hands, the Assembly decides to dispose of any item on the agenda without debate.

(c) The Assembly can only vote on matters which appear on the agenda. The decisions taken shall be by a majority (more than half) of valid votes expressed, except where otherwise provided by these Bylaws. The vote shall be expressed verbally or by a show of hands unless a secret ballot is demanded by one (1), or more, delegate/alternate. Abstentions shall be considered as void and shall not be included when calculating the majority. In the event of a tied vote the Chairperson may exercise a casting vote.

(d) The Assembly can decide by a majority (more than half) to discuss other matters raised during the Assembly.

#### 2.5.4 Minutes

(a) The minutes of each Assembly shall be recorded and signed by the President and Secretary General.

(b) A copy of the minutes shall be sent to each Member Club by the Secretary General within two (2) months of the date of closure of the Assembly.

(c) Any objection to all, or any part of, the minutes by any Member Club which was represented at the Assembly, shall be notified in writing to the Secretary General within one (1) month from the receipt of the copy of the minutes by the Member Club concerned. If no objections are received by the Secretary General within two (2) months from the date of distribution, the minutes shall be considered for approval at the following AGA.

(d) If any objections are received in accordance with 2.5.4(c) of these Bylaws, the Secretary General shall transmit them to all those Member Clubs which were represented at the Assembly. Dependent upon the replies received, and by the majority of the opinions expressed therein, the minutes may be revised and all Member Clubs shall be informed of the outcome in due course.

2.5.5 In addition to the Assembly, a convention may be held concurrently. The convention programme shall be of a social character and shall not contain any business sessions or discussions.

2.5.6 The number of Airlines/Interline Clubs members and/or observers who may attend the social functions of the Assembly, including the opening session and/or convention when held, shall be subject to the arrangements made by the organising committee as approved by the EC. Apart from any restrictions as above, all individual members in possession of their valid WACA card may attend these functions according to the price and conditions fixed by the organising committee.

## **2.6 ARTICLE 6 — NOMINATIONS AND ELECTIONS**

The Officers of the Association shall be the EC members.

### **2.6.1 Nominations for the Executive Committee**

(a) Any Member Club may propose candidates for the EC, except for Regional Vice Presidents, by naming such candidates on the Delegate Credential Form provided by WACA or by submitting an e-mail or letter on the Member Club's letterhead sent to the Secretary General at WACA Headquarters at least two (2) months before the date of the Assembly. A letter or e-mail accepting the nomination must be submitted by each person nominated so his/her name can be included in the detailed agenda for the Assembly in accordance with 2.5.1 of these Bylaws. If the person has been nominated for more than one position on the EC, he/she must decide which position to accept as candidates can only accept a nomination for one position.

(b) Nominations for Regional Vice Presidents may be made by any Member Club in that region, either on the Delegate Credential Form provided by WACA or by submitting an e-mail or letter on the Member Club's letterhead sent to the Secretary General at WACA Headquarters at least two (2) months before the date of the Assembly. A letter or e-mail accepting the nomination must be submitted by each person nominated so his/her name can be included in the detailed agenda for the Assembly in accordance with 2.5.1 of these Bylaws. If the person has been nominated for another position on the EC, he/she must decide which position to accept as candidates can only accept a nomination for one position.

(c) In addition to the requirements in 2.6.1(a) and 2.6.1(b) of these Bylaws, a letter or e-mail supporting or objecting to the candidacy must be submitted by the home Member Club, i.e. an active Member Club located nearest to the work place or home, if the proposal was made by another Member Club. Such information will be made known to the Assembly for a decision.

(d) In the event that no nomination for a particular position on the EC has been received by the Secretary General in accordance with 2.6.1(a) or 2.6.1(b) of these Bylaws, nominations may be made by an election committee which will consist of two (2) WACA Past Presidents and two (2) WACA Airline/Interline Club members in good standing. These individuals will be appointed by the Secretary General. Nominations from this committee will be made known to the Assembly at the AGA.

(e) When an election committee, formed in accordance with 2.6.1(d) of these Bylaws, finds suitable candidates for open positions, they must stand for election at the election Assembly. Election of Regional Vice Presidents, however, shall be made at the Regional Meetings immediately prior to the Assembly, in accordance with 2.6.5(e) of these Bylaws, if the nomination is made by the home Member Club delegate (or if the home Member Club delegate does not object to the nomination made by another Member Club) and the candidate is present to accept the nomination, the nomination will be accepted;

(f) Should candidates proposed by an election committee, formed in accordance with 2.6.1(d) of these Bylaws, decline to accept positions to which they were nominated, then nominations may be made from the floor for these positions. The proposed candidates must be present to accept or decline the nominations.

(g) No nominations will be accepted for either 2.6.1(a) or 2.6.1(b) of these Bylaws if the home Member Club of the candidate is not represented at the Assembly by a WACA recognised delegate or alternate or if the Member Club has not fulfilled its obligations to WACA as described in WACA's Constitution and Bylaws. In the situation where the nomination is for a delegate of a Member Club present at the Assembly, agreement of the election of this candidate is to be confirmed by the home Member Club with a letter or e-mail of support for the candidate which must be sent to the Secretary General at WACA Headquarters within thirty (30) days after the close of the Assembly. In addition, Member Clubs will be asked to reconsider the situation after the close of the Assembly by nominating suitable candidates for election to the vacant positions and will be required to submit nominations to the Secretary General at WACA Headquarters no later than thirty (30) days after the close of the Assembly.

(h) A mail vote by letter or e-mail by Member Clubs will be held in accordance with 2.12.6 of these Bylaws for all candidates nominated in accordance with 2.6.1(g). All mail votes must be signed by the President and WACA delegate of the Member Club.

2.6.2 The terms of office for officers of the Association shall be two (2) years. In case an Election Assembly does not have a quorum, the EC shall remain in office until the following regular Assembly except if the incumbent resigns or no longer qualifies in accordance with the conditions of 1.5.1 of the Constitution.

### 2.6.3 Candidates

(a) Candidates for election as officers of the Association for the positions of President, Secretary General and Vice President Finance and Treasurer, must be in full time employment within the civil and commercial airline industry and must be active members in good standing of their Member Clubs.

(b) Candidates for election to EC positions, except those defined in 2.6.3(a) of these Bylaws, may be in full time employment within the civil and commercial airline industry or retired from the civil and commercial airline industry and must be active members in good standing of their Member Clubs. In addition, candidates for election as Regional Vice Presidents must be residents in their respective regions as defined in Appendix A to the Constitution and Bylaws.

(c) The list of candidates duly nominated for each office in accordance with these Bylaws, shall be distributed to Member Clubs as part of the detailed agenda of the Assembly in accordance with 2.5.1 of these Bylaws.

#### 2.6.4 Nominations for Auditors

Any Member Club may propose candidates for two (2) Auditor positions by naming such candidates on the Delegate Credential Form provided by WACA or by submitting an e-mail or letter on the Member Club's letterhead sent to the Secretary General at WACA Headquarters at least two (2) months before the date of the Assembly. A letter or e-mail accepting the nomination must be submitted by each person nominated so his/her name can be included in the detailed agenda for the Assembly in accordance with 2.5.1 of these Bylaws.

#### 2.6.5 Election of the Executive Committee

(a) All votes shall be by secret ballot, each duly accredited delegate or alternate being an elector.

(b) Where more than two candidates are nominated, the first ballot shall include the names of all the candidates. If no candidate receives a majority (more than half the votes) on the first ballot, the two candidates securing the highest number of votes shall then be submitted to a second ballot. The candidate securing a majority (more than half the votes) on the second ballot shall be declared elected. In case each candidate secures the same number of votes, a further ballot(s) shall be held until one candidate secures a majority (more than half the votes).

(c) In the event of there being only one candidate nominated for any office, the candidate will be declared elected when a majority (more than half the votes) are obtained in favour of the candidate.

(d) Voting for the EC positions, other than Regional Vice Presidents, will be by the Assembly.

(e) Voting for Regional Vice Presidents will be by delegates of Member Clubs of the region at their respective Regional Meetings immediately prior to the commencement of the AGA in an election year.

#### 2.6.6 Election of the Auditors

(a) Voting for two (2) Auditor positions will be by the Assembly. The Auditors and/or their appointed Deputies are responsible directly to the Assembly and do not form part of the EC.

(b) All votes shall be by secret ballot, each duly accredited delegate or alternate being an elector.

(c) Where more than three candidates are nominated, the first ballot shall include the names of all the candidates. If no two candidates receive a majority (more than half the votes) on the first ballot, the three candidates securing the highest number of votes shall then be submitted to a second ballot. The two candidates securing a majority (more than half the votes) on the second ballot shall be declared elected. In case all candidates secure the same number of votes, a further ballot(s) shall be held until two candidates secure a majority (more than half the votes).

(d) In the event of there being only one or two candidates nominated for office, the candidate(s) will be declared elected when a majority (more than half the votes) are obtained in favour for each candidate(s).

## **2.7 ARTICLE 7 — EXECUTIVE COMMITTEE PROCEDURES**

### **2.7.1 Responsibilities and Duties**

(a) Administrating the Association and making all decisions other than those which are the prerogative of the Assembly in accordance with these Bylaws.

(b) Representing the Association on all occasions.

(c) Filling vacancies on the EC as provided in these Bylaws.

(d) Observing the adherence to these Bylaws by Member Clubs and promoting the realisation of the objectives of the Association.

(e) Aiding in the formation and development of new Airlines/Interline Clubs.

(f) If requested, arbitrate in any disputes which may arise within the Airlines/Interline Clubs organisation.

(g) The EC may, from time to time, appoint a temporary officer(s) to discharge such duties as may be required but such officer(s) shall have no voting rights. The officer(s) must belong to a Member Club.

(h) All EC members should remain active in their respective Member Clubs.

### **2.7.2 Executive Committee Meetings**

(a) The EC will meet upon notice from the President.

(b) The EC shall also be required to meet at any time that appeal is made for arbitration or whenever a majority (more than half) of its members make a written request to the President.

- 2.7.3 The President may request to attend the meeting(s) anyone whose presence may be warranted.
- 2.7.4 At all meetings of the EC a majority (more than half) of its members in office shall constitute a quorum.
- 2.7.5 Discussions and Votes
- (a) Decisions of the EC shall be approved by a majority (more than half the votes). In the case of a tied vote, the Chairperson shall have the deciding vote.
- (b) Members of the EC may, without meeting together, transact business by mail or electronic communication. If a mail vote takes place, voting shall be considered closed when a majority (more than half) of the members have voted in favour of, or against, a proposal.
- (c) After each meeting the Secretary General shall advise all Member Clubs of the proceedings and decisions.
- (d) Up to three EC members, except the President, may be represented by an appointed assistant who may vote on behalf of that particular EC member if the EC member is unable to attend a meeting. A written authorisation must be given by the absent EC member and approved by the President.
- 2.7.6 The Secretary General shall prepare the minutes of each meeting of the EC and submit them for approval to the Chairperson presiding at the meeting in question. After receiving approval, the Secretary General shall distribute a copy of the minutes to each member of the EC and each Auditor within one (1) month thereafter and prepare a summary of the minutes for distribution to Member Clubs with the next WACA mailing. At the next meeting of the EC, the minutes shall be signed by the Chairperson who approved them and will be kept in a special file for this purpose by the Secretary General.
- 2.7.7 All correspondence regarding the Association shall be copied to the Secretary General.
- 2.7.8 Duties of the Officers
- (a) The President shall preside, whenever possible, at all Assemblies and at all meetings of the EC and the President shall represent the Association on all occasions and in all such places as may be necessary and perform such other duties as usually pertain to the President's office. The President may delegate all, or any part, of the President's duties to any member of the EC. However, all documents legally binding the Association must bear the signatures of the President and the Secretary General or the President and the Vice President Finance and Treasurer.

- (b) The Secretary General shall:
  - (i) assist the President in the execution of the President's duties. As chief administration officer of the Association, the Secretary General shall coordinate the activities of the other EC members and perform all such other duties as usually pertain to the Secretary General's office. The Secretary General is a Member ex officio of any committee appointed under these Bylaws,
  - (ii) be responsible for the observance of the Constitution and Bylaws during any meeting conducted by the Association or its EC. The Secretary General shall at the same time be the Chairperson of any Subcommittee relating to changes of the Constitution and Bylaws,
  - (iii) be responsible for the efficient functioning of the WACA Headquarters office.
- (c) The Vice President Finance and Treasurer shall keep the accounts of the Association, receive and deposit the funds in accordance with these Bylaws and shall disburse the funds in the manner prescribed by the Assembly and shall perform such other duties pertaining to the Vice President Finance and Treasurer's office as may be prescribed from time to time.
- (d) The Vice President Public Relations shall promote relations with trade publications and disseminate information concerning the Airlines/Interline Clubs movement.
- (e) The Vice President International Events and Special Projects is responsible for the coordination and production of the WACA Calendar of Events, for the coordination of all WACA Special Projects including Economic and Educational Programmes, Social Programmes, Youth Programme and any other programmes as assigned by the EC.
- (f) The Regional Vice Presidents shall promote the Airlines/Interline Clubs movement in their respective regions.
- (g) The newly-elected officers of WACA will be assisted and advised by the outgoing officers. The duties of the past officers cease one (1) month after the closing of the Election Assembly.

#### 2.7.9 Vacancies in the Executive Committee between Election Assemblies

- (a) If the office of the President becomes vacant it will be filled until the next AGA, or Special Assembly, by an elected officer of the Association who will be appointed by the EC.
- (b) If the office of a Regional Vice President becomes vacant it will be filled until the next AGA, or Special Assembly, by an appointee of the EC taking into account recommendations of the respective regional clubs.

(c) If any one of the elected positions other than that of the President or a Regional Vice President become vacant they will be filled until the next AGA, or Special Assembly, by an appointee of the EC.

2.7.10 Committees

(a) Committees appointed in accordance with these Bylaws shall carry out such tasks as are remitted to them by the Assembly in accordance with its directives and shall render to the EC such reports as may be required.

(b) The Chairperson and members of the various committees shall be appointed by the Assembly.

**2.8 ARTICLE 8 — AUDITING**

2.8.1 It shall be the responsibility of the Vice President Finance and Treasurer to submit to the Member Clubs a balance sheet duly certified by the WACA Auditors. At least one Auditor should be present at the AGA to answer questions from the Assembly on the contents of the Auditor's report.

2.8.2 The annual audit must be completed in accordance with 1.7.4 of the Constitution.

2.8.3 The report prepared by the Auditors following the annual audit, must be professionally presented and should cover all financial transactions undertaken by the Association and contain specific constructive proposals for improvement if any. The required analyses of expenditures should describe the format used to arrive at conclusions. All performance expectations should be outlined clearly in the procedures.

2.8.4 If requested by the Auditors, a statement on the current financial status of the Association must be prepared for audit by the Vice President Finance and Treasurer at least one and a half (1½) months prior to the AGA.

2.8.5 At the AGA, after the audit has been accepted by the Assembly, the current EC are released from their responsibility.

## **2.9 ARTICLE 9 — HONORARY TITLE**

2.9.1 To qualify for the title Member of Honour, the member of an Airline/Interline Club should:

be in good standing with his/her club,  
participate in WACA Grand Venture,  
be involved in his/her club,  
attend local events,  
promote WACA events,  
attend the AGA or Regional Meeting(s) and/or WACA International Events,  
participate in WACA social and charity events,  
continuously support the aims and objectives of WACA (a good will ambassador),  
be an asset to WACA in a functional capacity, i.e. donation of time, effort and service,  
have previously served as an Assistant to a WACA EC member,  
have previously served as a WACA EC member.

*Note: the nominee does not have to meet all the above criteria but this should form a basis for the nomination. If confirmed, the new Member of Honour should be made aware of the reasons for his/her selection.*

2.9.2 The title of "Member of Honour of WACA" may be awarded to a present or past member of any Airline/Interline Club as outlined in 2.9.1 of these Bylaws or to a prominent outside personality marking distinguished service to the Association and/or to the Airlines/Interline Clubs movement in general. Such service must be considered to have furthered the progress of the movement and the extension of its objectives and activities.

2.9.3 The confirmation of the award shall require a majority (more than half the votes) of the EC and shall be for life unless the individual should signify, at any time, his/her desire to relinquish the title or for any infraction in accordance with 2.9.8 of these Bylaws.

2.9.4 A Member of Honour of WACA may attend the Assembly and/or the Convention even after he/she has ceased to be a member of any Airline/Interline Club.

2.9.5 The award of the title to a former member of the EC shall not preclude him/her from nomination as an officer of the Association at a future date.

2.9.6 Nominations for this award may be made by any Member Club or by the EC.

2.9.7 No member of the EC can be nominated as a Member of Honour during his/her term of office.

2.9.8 Any Member of Honour may have his/her title suspended for impropriety, for violation of the Constitution and/or Bylaws, for delinquency of duties or for misappropriation of funds.

2.9.9 The petition for suspension must be signed by at least two (2) members of the EC and submitted to the President and Secretary General. The petition will then be reviewed by the EC and, if a majority (more than half) support the petition, the individual will have his/her title suspended until the next AGA. At that time the situation will be reviewed by Member Clubs and further action may be taken in accordance with the Constitution and these Bylaws.

## **2.10 ARTICLE 10 — TITLE AND INSIGNIA**

The use of the title, emblem or other insignia of the Association by any Member Club or by any individual in a Member Club for any commercial purpose is forbidden.

## **2.11 ARTICLE 11 — FINANCE**

2.11.1 The income of the Association is comprised of:

- entrance fees,
- dues,
- donations,
- Grand Venture programme,
- AGA fees,
- WACA Sports Tournaments fees,
- WACA International Events fees,
- sale of WACA products,
- advertising revenues.

The income shall be controlled by the Vice President Finance and Treasurer in accordance with these Bylaws.

2.11.2 Dues

(a) Every Member Club shall pay to the Association, in accordance with 2.11.1 of these Bylaws, annual dues for each calendar year except for the current calendar year during which the Member Club was admitted.

(b) The annual dues shall be proposed by the EC for the forthcoming fiscal year (as defined in 2.11.8 of these Bylaws) shall be confirmed by mail vote or during the AGA preceding the fiscal year concerned.

(c) The current annual dues are as follows:

Member Clubs with up to 50 members	USD 50.00
Member Clubs with 51–100 members	USD 100.00
Member Clubs with 101–150 members	USD 150.00
Member Clubs with 151–200 members	USD 200.00
Member Clubs with 201–250 members	USD 250.00
Member Clubs with 251–300 members	USD 300.00
Member Clubs with 301 and above	USD 325.00

(d) An invoice for the dues will be sent to each Member Club at the beginning of January each year. Payment shall be made to the account of the Association, not later than the end of April the same year, by cheque or money order and must be made out to World Airlines Clubs Association (not to the acronym WACA). If a Member Club has a financial problem it should advise the Vice President Finance and Treasurer for consideration. A reminder will be sent out by the Vice President Finance and Treasurer at the beginning of May, with a copy to the Secretary General and the Regional Vice President concerned, to any Member Club whose dues have not been received. If no payment, or notice of intent to pay is received by the beginning of July, monthly reminders will be sent out until the following AGA and a fee of USD 10.00 per reminder after July will be charged.

(e) The membership of any Member Club whose annual subscription payment has not been received by the Vice President Finance and Treasurer within three (3) months from the date of the final monthly reminder in accordance with 2.11.2(d) of these Bylaws, may be subject to termination or suspension at the discretion of the EC.

### 2.11.3 International Events and Sports Tournament Fees

(a) A hosting Member Club shall pay a fee to WACA (decided upon at the AGA for that particular type of event) based on the number of participants attending the event. This amount shall be paid to the Vice President Finance and Treasurer by cheque or money order made out to World Airlines Clubs Association (not to the acronym WACA) immediately after completion of the event. The EC member representing WACA at the event will be responsible for collecting this fee. The fees are as follows:

AGA — to be approved by the Assembly for the official delegate of a Member Club, Assistants to EC members, Auditors, Deputy Auditors, Members of Honour, Headquarters Committee members and other participants;

Sports Tournament — USD 20.00 per participant from which the purchase of trophies and plaques will be absorbed up to a maximum of USD 200.00;

International Event — USD 10.00 per participant for events up to/including three (3) nights and USD 20.00 per participant for events four (4) nights or longer.

*Note: children under 12 years of age do not pay WACA fees for International Events or Sports Tournaments.*

(b) The WACA fee must be included in the package price if the package is quoted in USD. If the package price is quoted in a currency other than USD, the WACA fee must be shown separately in USD. In both cases, the WACA fee will be collected in USD at time of registration. The WACA fee is the only revenue WACA expects to receive. Any profit gained, or loss incurred, is the sole responsibility of the hosting Member Club.

### 2.11.4 Each individual active member of a Member Club shall be issued a membership card produced by the Association.

2.11.5 Donations and Revenues

(a) Donations which may be made to the general funds of the Association shall be paid to the Vice President Finance and Treasurer who shall account for them in the books in accordance with these Bylaws.

(b) Revenue arising from any other source shall be similarly paid to the Vice President Finance and Treasurer.

2.11.6 Bank Account(s)

(a) All funds shall be received by the Vice President Finance and Treasurer and deposited in one or more convenient banks selected by the EC.

(b) All payments made in the name of the Association should, if possible, be made by cheque and signed by the Vice President Finance and Treasurer or such officer as the EC may decide.

(c) In those countries where regulations do not permit the transfer of funds to the Vice President Finance and Treasurer, an account in the name of the World Airlines Clubs Association shall be opened in a bank in those countries, or in any other country designated by the EC to which the transfer may be permitted. These accounts shall be controlled by an Airline/Interline Club member designated by the Vice President Finance and Treasurer of the Association in agreement with the Treasurer of the Member Club concerned. All payments due to the Association from those countries shall be deposited in a bank and the Vice President Finance and Treasurer of the Association shall be advised of such payments received. No payments may be made from those accounts except with the authority of the Vice President Finance and Treasurer of the Association.

2.11.7 Expenditures

(a) The funds of the Association shall be used as authorised for:

administrative and promotional expenses,  
expenses of the meetings of the EC, Auditors and Assistants,  
expenses in connection with the Assemblies, Conventions and/or other special events,  
incidental expenses of the EC and others as provided in this document,  
operation of WACA Headquarters in Montreal.

(b) All expenses shall be approved by the Assembly.

(c) Members of the EC, and members officially authorised or delegated to attend meetings of the EC, shall be entitled to a refund of their incidental expenses within the scale laid down by the EC.

(d) Other individuals officially authorised by the Assembly to undertake special duties on behalf of the Association may similarly be entitled to a refund of their incidental expenses.

2.11.8 The fiscal year corresponds to the calendar year and the Vice President Finance and Treasurer shall prepare the accounts to comply with the requirements of 2.8.2 of these Bylaws.

2.11.9 In the case of any irregularity discovered by a member of the EC, the EC member shall immediately inform the President in a written report. In the event of a serious irregularity involving loss to the Association, the EC may, if considered necessary, propose convening a Special Assembly.

2.11.10 The liability of the Association is guaranteed only by its current assets to the exclusion of all personal responsibility of the members of the EC or of the Association. Nevertheless, members of the EC shall be responsible to the Association for any liabilities to which they are committed in excess of the budget unless such expenses are approved by the Assembly.

## **2.12 ARTICLE 12 — AMENDMENTS TO THESE BYLAWS**

2.12.1 Amendments can be made only by the Assembly (except as provided in 2.12.6) upon a proposal by any Member Club or the EC.

2.12.2 Such proposals to these Bylaws in accordance with 2.12.1, must be addressed to the Secretary General at WACA Headquarters and be received at least two (2) months before the Assembly and will then be forwarded to the Member Clubs one (1) month prior to the Assembly.

2.12.3 Amendments to these Bylaws and the Constitution must be approved by at least a two-thirds ( $\frac{2}{3}$ ) majority of votes at the Assembly by delegates or alternates to become effective. If so approved, amendments to these Bylaws and the Constitution shall be effective immediately and shall be published in the minutes of the Assembly.

2.12.4 The Secretary General shall forward to the EC all proposed Bylaw amendments received within the stipulated time. The EC shall study all such proposed Bylaw amendments and, having studied them, may appoint a special committee or individual for further study.

2.12.5 The text of all proposed Bylaw amendments together with the results of the study, if any (in accordance with 2.12.4 of these Bylaws), shall be attached to the preliminary agenda of the Assembly.

- 2.12.6 If the EC shall decide that an emergency exists, proposed Bylaw amendments may be studied and submitted to Member Clubs for a mail vote. The EC may, if it so desires, add any other proposal(s) for amendment(s) or may make an alternate suggestion(s), proposal(s) or recommendation(s) to amendment(s) received from a Member Club. Approval by mail vote of such amendment(s) shall require a two-thirds ( $\frac{2}{3}$ ) majority of those Member Clubs voting. The mail vote closing date will be advised by the Secretary General. The result of any mail vote shall be notified to Member Clubs by the Secretary General within one (1) month of the closing date of voting.

### **2.13 ARTICLE 13 — SUSPENSION FROM OFFICE**

- 2.13.1 Any member of the EC, Auditors or any other officer of the Association, may be suspended from office for:
- impropriety,
  - violation of the Constitution and/or Bylaws,
  - negligence of duties,
  - misappropriation of funds.
- 2.13.2 The petition for suspension must be signed by at least two (2) members of the EC and submitted to the President and Secretary General. The petition will then be reviewed by the EC and, if a majority (more than half) support the petition, the individual will be suspended from office until the next AGA. At that time the situation will be reviewed by Member Clubs and further action may be taken in accordance with the Constitution and these Bylaws.



## **Appendix A**

# **WACA'S FIVE REGIONS AND REGIONAL RESPONSIBILITIES**

### **WACA REGIONS**

The five WACA Regions are in accordance with IATA definitions of Areas and Sub-Areas.

#### **REGION 1 — EUROPE**

Albania, Algeria, Andorra, Armenia, Austria, Belarus, Belgium, Bosnia and Herzegovina, Bulgaria, Croatia, Czech Republic, Denmark, Estonia, Faroe Islands, Finland, France, Georgia, Germany, Gibraltar, Greece, Greenland, Hungary, Iceland, Ireland, Italy, Latvia, Liechtenstein, Lithuania, Luxembourg, Malta, Monaco, Morocco, Netherlands, Norway, Poland, Portugal, Romania, Russian Federation, San Marino, Slovakia, Slovenia, Spain, Sweden, Switzerland, Tunisia, Turkey, Ukraine, United Kingdom and Yugoslavia.

#### **REGION 2 — FAR EAST AND AUSTRALASIA**

Afghanistan, American Samoa, Australasia, Azerbaijan, Bangladesh, Bhutan, Brunei Darussalam, Cambodia, China, Christmas Island, Cocos (Keeling) Islands, Cook Islands, Fiji, French Polynesia, Guam, Hong Kong, India, Indonesia, Japan, Kazakhstan, Kiribati, Korea (Democratic People's Republic of), Korea (Republic of), Kyrgyzstan, Lao People's Democratic Republic, Macau, Malaysia, Maldives, Micronesia (Federated States of), Moldova, Mongolia, Myanmar, Nauru, Nepal, New Caledonia, New Zealand, Niue, Norfolk Island, Northern Mariana Islands, Pakistan, Papua New Guinea, Philippines, Samoa, Singapore, Solomon Islands, Sri Lanka, Taiwan (Province of China), Tajikistan, Thailand, Tonga, Turkmenistan, Tuvalu, Uzbekistan, Vanuatu and Viet Nam.

#### **REGION 3 — LATIN AMERICA AND CARIBBEAN**

Anguilla, Antigua and Barbuda, Argentina, Aruba, Bahamas, Barbados, Belize, Bolivia, Brazil, Cayman Islands, Chile, Colombia, Costa Rica, El Salvador, Cuba, Dominica, Dominican Republic, Ecuador, El Salvador, French Guiana, Grenada, Guadeloupe, Guatemala, Guyana, Haiti, Honduras, Jamaica, Martinique, Mexico, Netherlands Antilles, Nicaragua, Panama, Paraguay, Peru, Puerto Rico, Saint Kitts and Nevis, Saint Lucia, Saint Vincent and the Grenadines, Suriname, Trinidad and Tobago, Turks and Caicos Islands, Uruguay, Venezuela, Virgin Islands (British) and Virgin Islands (U.S.).

#### **REGION 4 — AFRICA, INDIAN OCEAN ISLANDS AND MIDDLE EAST**

Algeria, Angola, Bahrain, Benin, Botswana, Burkina Faso, Burundi, Cameroon, Cape Verde, Central African Republic, Chad, Comoros, Congo, Côte d'Ivoire, Cyprus\*, Djibouti, Egypt, Equatorial Guinea, Eritrea, Ethiopia, Gabon, Gambia, Ghana, Guinea, Guinea-Bissau, Iran (Islamic Republic of), Iraq, Israel, Jordan, Kenya, Kuwait, Lebanon, Lesotho, Liberia, Libyan Arab Jamahiriya, Madagascar, Malawi, Mali, Mauritania, Mauritius, Mozambique, Namibia, Niger, Nigeria, Oman, Qatar, Réunion, Rwanda, Sao Tome and Principe, Saudi Arabia, Senegal, Seychelles, Sierra Leone, Somalia, South Africa, Sudan, Swaziland, Syrian Arab Republic, Tanzania (United Republic of), Togo, Tonga, Uganda, United Arab Emirates, Yemen, Zaire, Zambia and Zimbabwe.

#### **REGION 5 — NORTH AMERICA**

Bermuda, Canada and United States.

#### **RESPONSIBILITIES**

Responsibilities for WACA's Five Regions are divided as follows:

- Region 1 — Vice President Europe.
- Region 2 — Vice President Far East and Australasia.
- Region 3 — Vice President Latin America and Caribbean.
- Region 4 — Vice President Africa, Indian Ocean Islands and Middle East.
- Region 5 — Vice President North America.

\* As an exception, Cyprus is included in Region 1 for practical reasons. A request for inclusion in Region 1 was made by the Regional Vice President Europe, accepted by the Regional Vice President Near East and Africa and approved by a majority vote at the 1st 1985 WACA EC Meeting, 28–31 March, Washington, District of Columbia, United States.

## **Appendix B**

# **PARLIAMENTARY PROCEDURES — DEFINITIONS OF TERMS CONTAINED IN THIS DOCUMENT**

### **QUORUM**

The number of people who must be present at a meeting to conduct business legally.

*Reference: How to Run a Meeting by Mary A. De Vries. Published by Plume-Penguin Group, United States Library of Congress, Catalog No. 93-85133.*

### **MAJORITY**

More than half the votes cast, ignoring blanks, at a legal meeting where a quorum is present.

*Reference: Robert's Rules of Order Revised. ISBN 82110727.*

When one (1) candidate receives at least one (1) more vote than his/her opponent.

*Reference: Procedures of Meetings and Organizations by Kerr & King. Published by The Carswell Co. Ltd., ISBN 0-459-32591-4.*

#### **Example of a Majority**

Sixty-one (61) delegates voting — requires thirty-one (31) votes in favour of the motion to pass.

### **TWO-THIRDS MAJORITY**

Must have two-thirds ( $\frac{2}{3}$ ) of votes cast.

*Reference: Demeter's Manual of Parliamentary Law and Procedure by George Demeter. Published by Little Brown and Co., United States Library of Congress No. 69-15061.*

#### **Example of a Two-Thirds Majority**

Sixty-one (61) delegates voting — requires forty-one (41) votes in favour of the motion to pass.



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