



WORLD AIRLINES CLUBS ASSOCIATION

WACA MANUAL

Part I — Constitution and Bylaws

OCTOBER 2017

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Preface

The World Airlines Clubs Association's 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 role within the commercial airline industry. Any ideas and suggestions to enhance this role 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 (ext. 3243)

Facsimile: +1 514-874-9200 (Attention: Administration Manager, WACA Headquarters)

E-mail: info@waca.org

Preface
October 2017

Section 1

CONSTITUTION

1.1 ARTICLE 1 — NAME AND DESCRIPTION

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

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

The Association is a not for profit organisation and 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 provide social and economic causes to the benefit of the airline industry and the community in general;

(b) 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;

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

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

(e) to unite the members of the Airlines/Interline Clubs, Corporate Member Clubs, Members-at-Large and Associate Members in friendship, good fellowship and mutual understanding;

(f) to unite, coordinate, advise and arbitrate the activities of the Airlines/Interline Clubs, Corporate Member Clubs, Members-at-Large and Associate Members throughout the world;

(g) to publicise, encourage, promote and extend the Airlines/Interline Clubs movement.

- 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, Corporate Member Clubs and Members-at-Large 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, municipal area or country as applicable provided that such Member Clubs shall be known by distinctive names and be in accordance with 2.1.1(h) of the Bylaws.
- 1.3.3 Every Member Club granted a Certificate of Membership in the Association, and every Member-at-Large issued with a membership card, agrees to conduct itself/himself/herself 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 or the Member-at-Large resides.
- 1.3.4 An individual actively employed or retired from the civil and commercial airline industry or IATA may apply to join the Airline/Interline Club or Corporate Member Club within a 100 km (60 miles) radius of his/her work place or home. If approved, membership in this Airline/Interline Club or Corporate Member Club becomes his/her Home Club. Once accepted into his/her Home Club, he/she may apply to join another Airline/Interline Club(s) or Corporate Member Club(s).
- 1.3.5 An individual actively employed or retired from the civil and commercial airline industry or IATA who does not meet the requirements of 1.3.4 of this Constitution, may apply to become a Member-at-Large providing there is an insufficient number of individuals to warrant forming an Airline/Interline Club in accordance with the WACA Manual, Part II — Procedures and Guidelines.
- 1.3.6 The Association can accept airline and industry companies/associations as Associate Members.

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 or alternates from its membership.

- 1.4.2 Each Member Club shall be entitled to be represented at any General Assembly by one delegate or alternate in accordance with 2.1.3(c) of the Bylaws. Such delegate or alternate can only represent one Member Club at any General Assembly and this must be his/her home Member Club.
- 1.4.3 Members-at-Large shall be entitled to be represented at any General Assembly by the Regional Coordinator of the WACA Region where he/she is domiciled in accordance with 2.5.3(b) of the Bylaws.
- 1.4.4 A General Assembly of Delegates shall be convened:
- (a) once in each calendar year and shall be termed "Annual General Assembly of WACA." The acronym of the Annual General Assembly is AGA.
 - (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 — COUNCIL COMPOSITION AND MANDATE

- 1.5.1 The administrative and executive body of the Association shall be a Council composed of the following:
- President;
 - Chief Finance Officer;
 - Chief Marketing/Events Officer;
 - Administration Manager.

The term of office is two (2) years and, in order to ensure the impartiality of the Council, not more than one (1) individual of the same Member Club shall be considered for election/appointment to the Council.

- 1.5.2 Criteria
- (a) To qualify for the position as President on the Council a candidate must be, at the time of the election, in full time employment in the civil and commercial airline industry or IATA and be a current member in good standing of a Member Club.
 - (b) To qualify for any other position on the Council a candidate must be, at the time of the appointment, employed in, or retired from, the civil and commercial airline industry or IATA and be a current member in good standing of a Member Club or a Member-at-Large.
- 1.5.3 The Council shall handle the day-to-day administration and management affairs of the Association in conformity with the Bylaws and in accordance with the decisions of any General Assembly.

1.5.4 The President of the Council shall be nominated and elected in accordance with 2.6.1(a) and 2.6.5 of the Bylaws.

1.5.5 Members of the Council, other than the President, shall be appointed in accordance with 2.6.6 of the Bylaws.

1.6 ARTICLE 6 — INTERNAL AUDITORS COMPOSITION AND MANDATE

1.6.1 Two Auditors shall be elected by the AGA in accordance with 2.6.8 of the Bylaws. They shall be responsible only to the AGA for the internal financial control of the Council and the proper handling of funds. Their term of office is two (2) years during which time they will audit two (2) balance sheets in accordance with 1.6.4 of this Constitution. The first audit will be the balance sheet of the year they were elected and the second audit will be the balance sheet of the following year after their election.

1.6.2 An out going Council member cannot be considered for election as an Auditor at the same AGA as he/she is concluding his/her term of office.

1.6.3 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 Chief Finance Officer. The Auditors and Deputy Auditors must be, at the time of the election/appointment, employed in, or retired from, the civil and commercial airline industry or IATA and be current members in good standing of Member Clubs or Members-at-Large.

1.6.4 The annual electronic audit must be completed within three (3) months of the fiscal year end in accordance with 2.11.9 of the Bylaws. The Chief Finance Officer will make an electronic transfer of the balance sheet to the Auditors to audit and the Auditors will issue an interim audited statement electronically to the Council at the latest two (2) months prior to the AGA. The Chief Finance Officer will submit the original balance sheet to the Auditors to duly certify in advance of the AGA before it is submitted at the AGA in accordance with 2.8.1 of the Bylaws.

1.7 ARTICLE 7 — REGIONAL COORDINATORS

Five Regional Coordinators shall:

(a) be selected by mail vote of the respective Regional Member Clubs in accordance with 2.6.10 of the Bylaws for the European Region; Far East and Australasia Region; Latin America and Caribbean Region; Africa, Indian Ocean Islands and Middle East Region and the North America Region.

(b) promote the Association in his/her respective Region. The term of office is two (2) years and, at the time of appointment, he/she must be employed in, or retired from, the civil and commercial airline industry or IATA and be a current member in good standing of a Member Club in his/her respective Region or a Member-at-Large in his/her respective Region. He/she must also reside in his/her respective Region as defined in Appendix A to the Constitution and Bylaws.

(c) communicate and liaise with Member Clubs in their respective Region as well as with Members-at-Large concerning the Association's business.

(d) represent and vote at any General Assembly of the Association for Members-at-Large who reside in his/her respective Region in accordance with 2.5.3(b) of the Bylaws.

1.8 ARTICLE 8 — INCOME

Member Clubs and Associate Members shall pay membership dues in accordance with 2.11.2(c) of the Bylaws. Members-at-Large shall pay membership dues in accordance with 2.11.2(e) of the Bylaws.

1.9 ARTICLE 9 — INSIGNIA

The Association shall cause to be designed, adopted and preserved, an emblem or other insignia for the exclusive use of the WACA membership. This emblem/insignia is protected by a trademark of the Association.

1.10 ARTICLE 10 — OFFICIAL LANGUAGE

The official language of the Association shall be English.

1.11 ARTICLE 11 — ADOPTION AND AMENDMENTS TO THE BYLAWS

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

1.12 ARTICLE 12 — DISSOLUTION

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

1.12.2 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 a General Assembly called to examine the situation.

1.12.3 In case of dissolution of the Association, the funds on hand shall be donated to a registered charity connected to the Association.

1.13 ARTICLE 13 — AMENDMENTS TO THIS CONSTITUTION

1.13.1 Amendments to this Constitution can be made only by the AGA upon proposals by any Member Club or the Council.

1.13.2 Such proposal(s) shall reach the WACA office addressed to the Administration Manager two (2) months before the AGA and it/they shall be circulated to the membership one (1) month before the opening date of the AGA.

1.13.3 Any proposal to amend the composition of the Council in accordance with 1.5.1 of this Constitution and/or amend the procedures to nominate the President in accordance with 2.6.1 of the Bylaws, will only be considered at a non-Election AGA.

1.13.4 Amendments to this Constitution and the Bylaws must be approved by at least a two-thirds ($\frac{2}{3}$) majority of votes at the AGA 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 AGA.

1.13.5 The Administration Manager shall forward to the Council all proposed Constitution amendments received within the stipulated time. The Council shall study all such proposed Constitution amendments and, having studied them, may appoint a special committee or individual for further study.

1.13.6 The text of all proposed Constitution amendments together with the results of the study, if any, in accordance with 1.13.5 of this Constitution, shall be attached to the agenda of the AGA.

1.13.7 If the Council decides that an emergency exists, proposed Constitution amendments may be studied and submitted to the Member Clubs for a mail vote. The Council 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 the Member Clubs. 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 Administration Manager. The result of any mail vote shall be notified to the Membership by the Administration Manager 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 Clubs

(a) Application for admission of a Member Club to WACA shall be made in writing to the Administration Manager. Such application shall include:

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

(b) The Administration Manager shall, prior to submitting the application of any new Club to the Council, confirm that these Bylaws of the applying Club contain no provision which is contrary to this Constitution or Bylaws of the Association.

(c) In considering the Club's Bylaws, and any subsequent amendments, the Council 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 Association as provided in the Constitution or provisions of these Bylaws.

(d) The Administration Manager, having obtained a consensus (*defined in Appendix B*) of the Council members, shall accept the application. The Administration Manager shall then inform the Club submitting the application of its acceptance as a member of the Association.

(e) The Club, having been notified of its admission for membership which shall date from the approval of the application, will pay its entrance fee in accordance with 2.1.2 of these Bylaws within two (2) months. Upon receipt of this fee by the Association a Membership Certificate will be issued by the Administration Manager.

(f) In the event of the rejection of an application for membership, the reason(s) for such rejection must be advised in writing by the Administration Manager to the Club concerned.

(g) A 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 Council and it has been duly notified by the Administration Manager.

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

- 2.1.2 Each Club joining the Association shall pay an entrance fee of USD 100.00 to the Association. 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 Each Club elected to membership in the Association shall be entitled to:
- (a) 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) appoint delegates and alternates as provided in Article 4 of the Constitution and to vote at an AGA of the Association;
 - (d) receive a friendly reception for any of its members at functions organised by other Member Clubs;
 - (e) other such entitlements as may be implied in these Bylaws or authorised by the Association from time to time.
- 2.1.4 Each Club admitted to the Association shall observe the following:
- (a) comply with the provisions of the Constitution and these 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 Club's finances and subscriptions;
 - (d) promote the objectives of the Association;
 - (e) Arbitrate through its own committee in any dispute which may arise between Club members;
 - (f) give a friendly reception to members of other Member Clubs or Members-at-Large at any function the Club may organise.

2.1.5 Admission of Members-at-Large

(a) Application for admission of a Member-at-Large to the Association shall be made in writing to the Administration Manager accompanied by proof of eligibility in accordance with 1.3.5 of the Constitution and payment of the appropriate membership dues in accordance with 2.11.2(e) of these Bylaws.

(b) The Administration Manager having verified the eligibility of the applicant in accordance with 1.3.5 of the Constitution, shall accept the application. The Administration Manager shall then inform the applicant of his/her acceptance as a Member-at-Large of the Association and issue him/her with a membership card.

(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 Administration Manager to the individual concerned.

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

(a) a one, two or three year membership in the programme;

(b) a WACA membership card which entitles him/her to attend any General Assembly or event of the Association;

(c) representation by a Regional Coordinator of his/her respective Region at any General Assembly in accordance with 2.5.3(b) of these Bylaws;

(d) receive a friendly reception at functions organised by Member Clubs;

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

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

(a) comply with the provisions of the Constitution and these 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 Association;

(e) greet other members at any WACA function in a cordial and friendly manner.

2.1.8 Admission of Associate Members

(a) Application for admission of an Associate Member to the Association shall be made in writing to the Administration Manager accompanied by proof of eligibility in accordance with 1.3.6 of the Constitution.

(b) The Administration Manager having confirmed the eligibility of the applicant in accordance with 1.3.6 of the Constitution, shall accept the application and inform the applicant of its acceptance as an Associate Member of the Association.

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

(d) The Associate Member, having been notified of its admission for membership, shall pay the appropriate membership dues in accordance with 2.11.2(b) of these Bylaws within two (2) months of admission to the Association. Upon receipt of this fee, an Associate Member Certificate will be issued by the Association.

2.1.9 Each Associate Member of the Association shall be entitled to:

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

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

(c) receive a friendly reception for any of its members at functions organised by other Member Clubs;

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

2.1.10 Associate Members admitted to the Association shall observe the following:

(a) comply with the provisions of the Constitution and these 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 Associate Member, without any voting rights, at any General Assembly of the Association;

(c) comply promptly with the relevant provisions of these Bylaws;

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

(e) give a friendly reception to members of other Member Clubs at any function the Club may organise.

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 membership dues in accordance with 2.11.2(d) of these Bylaws.

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

(c) The membership of any Member-at-Large whose membership dues have not been received by the Association on the renewal date, shall cease to be a member of the Association.

(d) The membership of any Associate Member whose annual membership dues has not been received by the Association on the renewal date, shall cease to be a member of the Association.

2.2.2 Discipline

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

(b) The Council shall report its decision to the AGA and, if it deems necessary, propose the expulsion of the Member Club, Member-at-Large or Associate Member from the Association. In the case of an individual member in a Member Club the Council would, if it deems necessary, propose that he/she will become a *persona non grata* in the Association. The Member Club, individual member in a Member Club, Member-at-Large or Associate Member may state its/his/her case before the AGA 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, individual member in a Member Club, Member-at-Large or Associate Member to the Association.

- 2.2.3 Any Member Club or Associate Member may resign from the Association provided such Member Club or Associate Member has fulfilled its financial and other obligations to the Association. Such resignation shall be made by letter or e-mail addressed to the Administration Manager 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 for any reason fails to function or disbands, the Council shall terminate the membership of such Club in the Association. If, however, in the opinion of the Council, 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 Associate Member which for any reason under Article 2 of these 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 Administration Manager to proceed to recover the WACA Certificate of Membership of any Member Club or Associate Member whose membership has been terminated.

2.3 ARTICLE 3 — ASSEMBLY OF INDIVIDUALS OF MEMBER CLUBS

Any bona fide individual member of a Member Club may attend any General Assembly of the Association unless he/she is a *persona non grata* of the Association.

2.4 ARTICLE 4 — ASSEMBLY OF DELEGATES

2.4.1 Time and Place

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

(b) The substitute Member Club, or WACA Region, will acquire its definite nomination as the hosting AGA Member Club or Region in the event that the nomination of the first appointed hosting Member Club or Region is revoked by decision of:

- (i) a General Assembly, or
- (ii) the Council in accordance with 1.5.3 of the Constitution, or
- (iii) the Council in case of urgency.

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

(i) in the event the hosting Member Club or Region 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 or Region and/or its organising committee does not adhere to the decision of, or the instructions given by, the AGA and/or the Council.

(d) A list of Member Clubs or WACA Regions wishing to host an AGA, and complying with the conditions set forth in 2.4.1(a) of these Bylaws, shall be published and distributed to the membership by the Administration Manager.

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

(f) If no Member Club or WACA Region bids for an AGA by the two and a half (2½) years limit, the Council shall enquire if any Member Club or Region is willing to host the AGA. If no Member Club or Region is interested the Council shall fix the time and place for the AGA. A presentation about the AGA to be hosted by the Council will be given at the prior AGA. There will be no vote.

(g) Notwithstanding 2.4.1(a)–2.4.1(f) of these Bylaws, the Council has the prerogative to host an AGA should it be deemed necessary.

2.4.2 Convocation

(a) The Administration Manager shall issue, on behalf of the Council, the meeting notice of the AGA at least two (2) months before the fixed date to:

the President and WACA Representative of each Member Club;
the representative of each Associate Member;
Members-at-Large;
Members of the Council;
Auditors.

(b) The place, date and time of the AGA 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 election and appointments in accordance with these Bylaws;
instructions concerning the submission of motions for discussion by the AGA;
any other matter.

(c) The call for a General Assembly, other than an AGA, 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 AGA.

2.4.3 Officers of the AGA

(a) Officers of the AGA shall be members of the Council.

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

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

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

(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 membership dues to be paid;

(f) approval of the annual reports of Council members;

(g) interpretation of the Constitution and these Bylaws and approval or rejection of any proposed amendments;

(h) designation of the time and place of the next regular AGA;

(i) discussions and decisions concerning matters raised by the membership, the Council or the Auditors in accordance with these Bylaws;

(j) dissolution and liquidation of the Association.

2.4.5 Delegates and Alternates

(a) A delegate or alternate at the AGA shall be members of their home Member Club they are representing in accordance with 1.4.2 of these Bylaws;

(b) Credentials:

(i) the credentials for each Member Club delegate and alternate shall be indicated on the official Delegate Credential Form provided by the Administration Manager 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 Administration Manager and must reach WACA Headquarters not later than six (6) weeks before the date fixed for the opening ceremony of the AGA. Delegates or alternates representing the membership which have not complied with this rule may not be allowed to exercise their right to vote during the AGA, if so decided by the Council.

2.4.6 Individual members attending the AGA package, not accredited as a delegate or alternate, may attend the meetings of the AGA as observers without any voting rights. As observers they are not allowed to participate in any discussions unless authorised by the Chairperson.

2.4.7 Quorum (*defined in Appendix B*)

(a) A General Assembly may meet and its deliberations shall be valid if a majority (more than half) of the total number of the Members are represented. Member Clubs will be represented by a delegate or alternate. Members-at-Large will be represented by their respective Regional Coordinator providing there is a minimum of ten (10) Members-at-Large residing in the Region in accordance with 2.5.3(b) of the Bylaws.

(b) In the event of a quorum not being reached, the General 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 the membership until the minutes have been circulated and the membership has had the opportunity to advise the Administration Manager of its views. In any matter(s) contained in the minutes where a majority (more than half) of the membership are against the decision(s) taken by a General 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 AGA 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 Council should make a decision together with the hosting Member Club whether to go ahead, postpone or cancel the planned AGA. The Administration Manager will then inform the membership accordingly.

2.5 ARTICLE 5 — PROCEDURES AT GENERAL ASSEMBLIES

2.5.1 The Administration Manager shall prepare a detailed agenda for the General Assembly which shall be distributed to the membership not less than one (1) month before the date of the General Assembly.

2.5.2 Matters for Discussion

- (a) Matters for inclusion on the agenda of the General Assembly, other than modification to the Constitution or Bylaws, may be submitted by Member Clubs, Members-at-Large, Associate Members and the Council.
- (b) A Member Club, Associate Members or a Member-at-Large can submit a matter for the agenda in writing to the Administration Manager at least two (2) months before the date of the opening ceremony of the General Assembly.
- (c) The Administration Manager cannot refuse to include matters sent by Member Clubs, Associate Members or Members-at-Large on the agenda.
- (d) Proposals for amendments to the Constitution or Bylaws shall be submitted only in accordance with 1.13 of the Constitution and/or 2.12 of these Bylaws.

2.5.3 Voting

- (a) Each Member Club represented at the General Assembly shall be entitled to vote provided it has paid its annual membership dues. A Member Club which is not represented cannot vote.
- (b) Each Regional Coordinator shall represent and vote at the General Assembly for Members-at-Large who reside in his/her respective Region. For this purpose Members-at-Large are considered as one geographic entity, i.e. the Regional Coordinator shall have one vote on behalf of all Members-at-Large in his/her respective Region providing there is a minimum of ten (10) Members-at-Large residing in the Region.
- (c) All matters on the agenda will be discussed by the General Assembly unless, by a majority (more than half) on a show of hands, the General Assembly decides to dispose of any item on the agenda without debate.
- (d) The General 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 in these Bylaws. The vote shall be expressed verbally or by a show of hands unless a secret ballot is demanded by a delegate(s) or alternate(s). 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.
- (e) The General Assembly can decide by a majority (more than half) to discuss other matters raised during the General Assembly.

2.5.4 Minutes

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

(b) A copy of the minutes shall be sent to the membership by the Administration Manager within two (2) months of the date of closure of the General Assembly.

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

(d) If any objections are received in accordance with 2.5.4(c) of these Bylaws, the Administration Manager shall transmit the minutes to the membership represented at the General Assembly subject to the approval of the Council. Dependent upon the replies received, and by the majority of the opinions expressed therein, the minutes may be revised and all the membership shall be informed of the outcome in due course.

2.5.5 In addition at the AGA, a convention may be held concurrently. The convention programme shall be of a social character and should not contain any business sessions.

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

2.6 **ARTICLE 6 — NOMINATIONS, APPOINTMENTS, ELECTIONS AND TERMS OF OFFICE**

2.6.1 Nomination for the President

(a) Any Member Club may propose a candidate for President by nomination him/her on the Delegate Credential Form or by submitting a letter or e-mail sent to the Administration Manager at WACA Headquarters at least two (2) months before the date of the AGA. 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 AGA in accordance with 2.5.1 of these Bylaws. If the person has been nominated for the position of Auditor or Regional Coordinator, he/she must decide which position to accept as candidates can only accept a nomination for one position.

(b) In addition to the requirements in 2.6.1(a) of these Bylaws, a letter or e-mail supporting or objecting to the nomination of the candidate for President must be submitted by the home Member Club defined in 1.3.4 of the Constitution if the proposal was made by another Member Club. Such information will be made known to the AGA for a decision.

(c) In the event that no nomination for President has been received by the Administration Manager in accordance with 2.6.1(a) of these Bylaws, nominations may be made by an election committee which will consist of two (2) Past Presidents of the Association and two (2) individuals in good standing of Member Clubs. These individuals will be appointed by the out going President. Nominations from this committee will be made known at the AGA.

(d) When an election committee, formed in accordance with 2.6.1(c) of these Bylaws, finds a suitable candidate for the position of President, he/she must stand for election at an election AGA.

(e) Should a candidate proposed by an election committee, formed in accordance with 2.6.1(c) of these Bylaws, decline to accept position of President:

(i) the current President will continue to assume his/her responsibilities for the next thirty (30) days after the close of the AGA,

(ii) the membership will be asked to reconsider the situation immediately after the close of the AGA by nominating suitable candidates for election as President.

(f) A mail vote by letter or e-mail by the membership will be held in accordance with 2.12.6 of these Bylaws for all candidates nominated in accordance with 2.6.1(e)(ii) of these Bylaws. All mail votes must be signed by the President and WACA Representative of the Member Club and be received by the Administration Manager at WACA Headquarters no later than thirty (30) days after the close of the AGA.

2.6.2 Nominations for Auditors

Any Member Club may propose candidates for two (2) Auditor positions by nominating such candidates on the Delegate Credential Form or by submitting a letter or e-mail sent to the Administration Manager at WACA Headquarters at least two (2) months before the date of the AGA. 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 AGA in accordance with 2.5.1 of these Bylaws. If the person has been nominated for the position of President or Regional Coordinator, he/she must decide which position to accept as candidates can only accept a nomination for one position.

2.6.3 Nominations for Regional Coordinators

Nominations for Regional Coordinators may be made by any Member Club in the respective Region on the Delegate Credential Form or by submitting a letter or e-mail sent to the Administration Manager at WACA Headquarters at least two (2) months before the date of the AGA. A letter or e-mail accepting the nomination must be submitted by each person nominated. If the person has been nominated for the position of President or Auditor, he/she must decide which position to accept as candidates can only accept a nomination for one position.

2.6.4 Candidates

(a) Candidates for election as President must meet the criteria defined in 1.5.2(a) of the Constitution.

(b) The list of candidates duly nominated for President in accordance with 2.6.1(a) of these Bylaws, shall be distributed to the membership as part of the detailed agenda of the AGA in accordance with 2.5.1 of these Bylaws.

(c) Candidates for appointment to the other Council positions must meet the criteria defined in 1.5.2(b) of the Constitution.

(d) Candidates for election as an Auditor must meet the criteria defined in 1.6.3 of the Constitution.

(e) The list of candidates duly nominated as an Auditor in accordance with 2.6.2 of these Bylaws, shall be distributed to the membership as part of the detailed agenda of the AGA in accordance with 2.5.1 of these Bylaws.

(f) Candidates for appointment as Regional Coordinators must meet the criteria defined in 1.7(b) of the Constitution.

2.6.5 Election of the President

(a) Voting for the President will be by secret ballot at the AGA by each duly accredited delegate or alternate.

(b) Should there be only one candidate nominated for the position of President, he/she will be declared elected when a majority (more than half the votes) are obtained in favour of him/her.

(c) Where more than two candidates are nominated for the position of President, 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).

2.6.6 Appointment of Council Members

Immediately following the election of the President by the AGA, a three-member Selection Committee will be formed by the President consisting of himself/herself and two other individuals from the membership such as a Past President(s), a Member(s) of Honour and/or an individual(s) in good standing in his/her Member Club. The Selection Committee will meet together to consider suitable individuals for the positions of Chief Finance Officer, Chief Marketing/Events Officer and Administration Manager in accordance with 1.5.2(b) of the Constitution. Following due consideration and decisions made by the Selection Committee, the President will announce to the membership the appointment of the three other members of the Council.

2.6.7 Outgoing Council Members

The newly elected and appointed Council members will be assisted and advised by the outgoing Council members.

2.6.8 Election of the Auditors

(a) Voting for two (2) Auditor positions will be by secret ballot at the AGA by each duly accredited delegate or alternate.

(b) Should there be only one or two candidates nominated for the Auditor positions, they will be declared elected when a majority (more than half the votes) are obtained in favour for each candidate(s).

(c) Where more than three candidates are nominated for the Auditor positions, 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) The Auditors and/or their appointed Deputies are responsible directly to the AGA and do not form part of the Council.

2.6.9 Terms of Office

(a) The terms of office for the Council shall be two (2) years. In case an Election AGA does not have a quorum, the Council shall remain in office until the following regular AGA except if the incumbent resigns or no longer qualifies in accordance with 1.5.2(a) or 1.5.2(b) of the Constitution.

(b) The terms of office for the Auditors shall be two (2) years. In case an Election AGA does not have a quorum, the Auditors shall remain in office until the following regular AGA if the incumbent(s) resign(s) or no longer qualifies in accordance with 1.6.3 of the Constitution.

2.6.10 Appointment of Regional Coordinators

(a) Voting to appoint Regional Coordinators will be by mail vote by Member Clubs. The mail vote will be conducted by the Administration Manager following nominations submitted in accordance with 2.6.3 of these Bylaws. The mail vote closing date will be one (1) month following the closing date of the nominations. The Regional Coordinators will be appointed when a majority (more than half the votes) are obtained in favour of him/her from the Member Clubs in his/her respective Region.

(b) In the event of a tied vote, the President elected at the forthcoming AGA, shall have the deciding vote.

(c) The appointments shall be for two (2) years.

2.6.11 Vacancies Between Election Assemblies

(a) If the office of the President becomes vacant it will be filled until the next AGA, or General Assembly, by another Council member.

(b) If any of the positions other than that of the President on the Council become vacant it will be filled until the next AGA, or General Assembly, by an appointee of the President.

(c) If the position of a Regional Coordinator becomes vacant it will be filled until the next AGA, or General Assembly, by an appointee of the Council taking into account recommendations of the Member Clubs in the respective Region.

(d) If the office of an Auditor(s) becomes vacant it will be filled until the next AGA, or General Assembly, by an appointee of the Council taking into account recommendations of the Member Clubs.

2.7 ARTICLE 7 — COUNCIL'S RESPONSIBILITIES AND DUTIES

2.7.1 General Administration

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

(b) Representing the Association on all occasions.

(c) Filling vacancies in accordance with 2.6.11(a)–2.6.11(d) of these Bylaws.

- (d) Observing the adherence to these Bylaws by the membership and promoting the realisation of the objectives of the Association.
- (e) Aiding in the formation and development of new Member Clubs.
- (f) Promote the recruitment of Members-at-Large who are ineligible to join a Member Club in accordance with 1.3.5 of the Constitution.
- (g) Develop and maintain close relations with other industry companies/associations.
- (h) If requested, arbitrate in any disputes which may arise within the Association.
- (i) Appoint a temporary officer(s) to discharge such duties as may be required but such officer(s) shall have no voting rights.

2.7.2 Council Meetings

- (a) The Council will meet upon notice from the President.
- (b) The Council shall also be required to meet at any time that an appeal is made for arbitration or whenever a majority (more than half) of its Member Clubs makes a written request to the President.
- (c) The President may request the presence of anyone to attend the meeting if warranted.
- (d) At all meetings of the Council a majority (more than half) of its members in office shall constitute a quorum.

2.7.3 Council's Decisions

- (a) Decisions of the Council shall be made by a consensus of the Council members.
- (b) Members of the Council may, without meeting together, transact business by mail or electronic communication.
- (c) Council members, except the President, may be represented by an appointed associate who may replace that particular Council member if the Council member is unable to attend a meeting. A written authorisation must be given by the absent Council member and approved by the President.

- 2.7.4 The Administration Manager, with the assistance of an Associate if required, shall prepare the minutes of each meeting of the Council and submit them for approval to the Chairperson presiding at the meeting in question. After receiving approval, the Administration Manager shall distribute a copy of the minutes to each member of the Council and each Auditor within one (1) month thereafter and prepare a summary of the minutes for distribution to the membership attached to the next Membership Message. At the next meeting of the Council the minutes shall be approved.
- 2.7.5 All correspondence regarding the Association shall be copied to the Administration Manager.
- 2.7.6 Council's Duties
- (a) The President shall preside at all Assemblies and at all meetings of the Council 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:
- (i) may delegate all, or any part, of the President's duties to any member of the Council,
 - (ii) is responsible for the performance of the other Council members,
 - (iii) shall sign all documents legally binding the Association. These documents must also bear the signature of the Administration Manager or the Chief Finance Officer.
- (b) The Chief Finance Officer 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 AGA and shall perform such other duties pertaining to the Chief Finance Officer's office as may be prescribed from time to time.
- (c) The Chief Marketing/Events Officer shall promote relations with trade publications and disseminate information concerning the Association. He/she is responsible for the coordination and content of the WACA Calendar of Events. Also, he/she is responsible for the coordination of all Special Projects including economic and educational programmes, social programmes as well as any other programme(s) assigned by the Council.

- (d) The Administration Manager shall:
 - (i) liaise with the President and coordinate the activities of the other Council members and perform all such other duties as pertain to the Administration Manager's office,
 - (ii) be part of any committee relating to changes of the Constitution and Bylaws,
 - (iii) be responsible for the efficient functioning of the WACA Headquarters office.
- (e) The newly elected and appointed Council members will be assisted and advised by the outgoing Council members.

2.7.7 The duties of the past Council members cease one (1) month after the closing of the Election AGA.

2.7.8 Committees

- (a) Committees appointed in accordance with these Bylaws shall carry out such tasks as are remitted to them by the AGA or the Council in accordance with its directives and shall render to the Council such reports as may be required.
- (b) The Chairperson and members of the various committees shall be appointed by the Council.

2.8 ARTICLE 8 — AUDITING

- 2.8.1 It shall be the responsibility of the Council, through the Chief Finance Officer, to submit to the membership at the AGA a balance sheet duly certified by the Auditors. At least one Auditor should be present at the AGA to answer questions from the AGA on the contents of the Auditors' report.
- 2.8.2 The annual audit must be completed in accordance with 1.6.4 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.
- 2.8.4 The Auditors should reflect in their report that, in their opinion, the Association's financial statements offer a true and fair view of its actual financial position and that any assumptions they have included in their report are reasonable.
- 2.8.5 After the Auditors' Report has been accepted by the AGA, the current Council are released from their responsibility.

2.9 ARTICLE 9 — HONORARY TITLE

2.9.1 To qualify for the title Member of Honour, an individual in the Association should:

- be in good standing with his/her club;
- been a Member-at-large for a minimum of three years;
- participate in the Grand Venture Bonanza;
- be involved in his/her Club;
- attend local events;
- promote WACA events;
- attend WACA's AGA, 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 Associate to a Council member;
- have previously served as a Council 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 Member Club or Member-at-Large 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 airline and travel industries.

2.9.3 The confirmation of the award shall require the approval of the Council and shall be for life. If the individual should signify, at any time, his/her desire to relinquish the title or for any infraction in accordance with 2.9.7 of these Bylaws.

2.9.4 A Member of Honour may attend any General Assembly and/or any Convention of the Association.

2.9.5 Nominations for this award may be made by any Member Club or by the Council.

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

2.9.7 Any Member of Honour may have his/her title suspended by the Council for impropriety, violation of the Constitution and/or Bylaws, delinquency of duties or misappropriation of funds. The suspension may be reviewed in due course and further action may be taken if required 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 a Member Club, an individual in a Member Club, Member-at-Large or an Associate Member for any commercial purpose is forbidden.

2.11 ARTICLE 11 — FINANCE

2.11.1 The income of the Association is comprised of entrance fees; membership dues; Member of Honour, charity and other donations; Grand Venture Bonanza sales; AGA fees; WACA International Events fees; WACA Sports Tournaments fees; sale of WACA products and advertising income.

The income shall be administered by the Chief Finance Officer in accordance with these Bylaws.

2.11.2 Membership Dues

(a) Airline/Interline Clubs, Corporate Member Clubs and Associate Members shall pay to the Association annual membership dues for each calendar year except for the current calendar year during which the Member Club was admitted in accordance with 2.1.2 of the Constitution.

(b) The current annual membership dues are as follows:

Airline/Interline Clubs with up to 50 members	USD 50.00
Airline/Interline Clubs with 51–100 members	USD 100.00
Airline/Interline Clubs with 101–150 members	USD 150.00
Airline/Interline Clubs with 151–200 members	USD 200.00
Airline/Interline Clubs with 201–250 members	USD 250.00
Airline/Interline Clubs with 251–300 members	USD 300.00
Airline/Interline Clubs with 301 and above	USD 325.00
Corporate Member Clubs	USD 350.00
Associate Members	USD 500.00

(c) An invoice for the membership dues will be sent to each Member Club and Associate Member 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, money order or bank draft 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 Chief Finance Officer for consideration. A reminder will be sent out by the Chief Finance Officer at the beginning of March, with a copy to the Administration Manager and the Regional Coordinator concerned, to any Member Club whose membership dues have not been received. If no payment, or notice of intent to pay is received by the beginning of May, monthly reminders will be sent out until the following AGA and a fee of USD 10.00 per reminder after May will be charged.

(d) The membership of any Member Club whose annual membership dues have not been received by the Association after two (2) consecutive years will be terminated.

(e) Members-at-Large shall pay to the Association membership dues which are currently USD 25.00 for one year, USD 45.00 for two years or USD 60.00 for three years.

2.11.3 AGA WACA Fee

The AGA WACA fee is currently USD 15.00 for delegates, Auditors, Associates of Council members and Regional Coordinators. For all other participants the fee is currently USD 30.00 except Council members who do not pay the fee.

Note: children under 12 years of age do not pay the AGA WACA fee.

2.11.4 WACA International Events and WACA Sports Tournaments WACA Fee

(a) A Member Club hosting a WACA International Event or a WACA Sports Tournament 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 Association immediately after completion of the event by cheque, money order or bank draft made out to World Airlines Clubs Association (*not to the acronym WACA*). The current fees are as follows:

WACA 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;

WACA 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 WACA International Events or WACA Sports Tournaments.

(b) The WACA fee must be included in the package price if the package is quoted in United States dollars. If the package price is quoted in a currency other than United States dollars, the WACA fee must be shown separately in United States dollars. In both cases, the WACA fee will be collected in United States dollars at time of registration. The WACA fee is the only income WACA expects to receive. Any surplus made, or deficit incurred, is the sole responsibility of the hosting Member Club. The hosting Member Club may wish to contribute part of any surplus to the WACA Relief Fund.

2.11.5 Record of Income Received

Income received from any source whatsoever by any member in the Association shall be recorded and the Chief Finance Officer must be informed accordingly.

2.11.6 Bank Account(s)

- (a) All income received by the Association should be deposited in one or more convenient banks selected by the Council.
- (b) All expenditure made in the name of the Association should be approved by the Council and be paid through the Association's bank.
- (c) In those countries where regulations do not permit the transfer of funds to the Association, 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 Council to which the transfer may be permitted. These accounts shall be controlled by an individual in a Member Club designated by the Chief Finance Officer 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 Chief Finance Officer must be advised of such payments received. No expenditure may be made from those accounts except with the authority of the Chief Finance Officer.

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 Council, Auditors and Associates;
 - expenses in connection with the Assemblies, Conventions and/or other special events;
 - incidental expenses of the Council and others as provided in the Constitution and/or these Bylaws;
 - charity donations;
 - operation of WACA Headquarters in Montreal.
- (b) All expenses shall be in accordance with the budget approved by the AGA.
- (c) Members of the Council, and members officially authorised or delegated to attend meetings of the Council, shall be entitled to a refund of their incidental expenses within the scale laid down by the Council.
- (d) Other individuals officially authorised by the Council to undertake special duties on behalf of the Association may similarly be entitled to a refund of their incidental expenses.

2.11.8 WACA Relief Fund

- (a) Forty percent (40%) of the total annual surplus will be kept in a special fund called the WACA Relief Fund which will be under the control of the Council. The fund will be the main source to finance the Association's charitable, social, environmental or economic projects for the benefit of the community in general.

(b) The council may accept income from other sources to finance the WACA Relief Fund.

(c) The Council may appoint any individual to act as a WACA Ambassador to follow the project(s) of the WACA Relief Fund. He/she will report directly to the Council through the President.

(d) The WACA Ambassador in accordance with 2.11.8(c) of these Bylaws should be a past President, Member of Honour or an individual in good standing in his/her Member Club willing to give his/her personal time for this cause.

(e) Any project to be considered for the WACA Relief Fund shall be sent for the Council's approval with detailed estimates of expenditure as well as other sources of income if any.

(f) Any WACA Relief Fund project will be audited by the Auditors.

2.11.9 The fiscal year is from 1 August to 31 July the following year and the Chief Finance Officer shall prepare the accounts in accordance with 2.8.1 of these Bylaws.

2.11.10 In case of any financial irregularity discovered by a member of the Council, the Council member shall immediately inform the President. In the event of a serious financial irregularity involving loss to the Association, the Council may, if considered necessary, propose convening a General Assembly.

2.11.11 The liability of the Association is guaranteed only by its current assets to the exclusion of all personal responsibility of the members of the Council or of the Association. Nevertheless, members of the Council 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 AGA.

2.12 ARTICLE 12 — AMENDMENTS TO THESE BYLAWS

2.12.1 Amendments can only be made at the AGA upon a proposal by any Member Club or the Council except as provided in 2.12.6 of these Bylaws.

2.12.2 Such proposals to these Bylaws in accordance with 2.12.1, must be addressed to the Administration Manager at WACA Headquarters and be received at least two (2) months before the AGA and will then be forwarded to the membership one (1) month prior to the AGA.

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

- 2.12.4 The Administration Manager shall forward to the Council all proposed Bylaw amendments received within the stipulated time. The Council 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 AGA.
- 2.12.6 If the Council shall decide that an emergency exists, proposed Bylaw amendments may be studied and submitted to Member Clubs which have paid in accordance with 2.11.2(c) of these Bylaws for a mail vote. The Council 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 the membership. Approval by mail vote of such amendment(s) shall require a two-thirds ($\frac{2}{3}$) majority of the voting membership. The mail vote closing date will be advised by the Administration Manager. The result of any mail vote shall be notified to the membership by the Administration Manager within one (1) month of the closing date of voting.

2.13 ARTICLE 13 — SUSPENSION FROM OFFICE

- 2.13.1 Any member of the Council, any Auditor or any appointed individual of the Association, may be suspended from their respective position for impropriety, violation of the Constitution and/or Bylaws, negligence of duties or misappropriation of funds.
- 2.13.2 The petition for suspension from their respective position must be approved by the Council and then he/she will be suspended until the next AGA. At that time the situation will be reviewed by the AGA and further action may be taken in accordance with the Constitution and these Bylaws.

Appendix A

WACA'S FIVE REGIONS AND REGIONAL COORDINATION

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 and United Kingdom.

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, Libya, 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, South Sudan, 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.

COORDINATION

The coordination of WACA activities in the Five Regions is as follows:

- Region 1 — Regional Coordinator for the European Region.
- Region 2 — Regional Coordinator for the Far East and Australasia Region.
- Region 3 — Regional Coordinator for the Latin America and Caribbean Region.
- Region 4 — Regional Coordinator for the Africa, Indian Ocean Islands and Middle East Region.
- Region 5 — Regional Coordinator for the North American Region.

* 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 Council 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.

CONSENSUS

an opinion that all members of a group agree with.

Oxford Advanced Learner's Dictionary.

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