



C O N S T I T U T I O N

O F T H E

A S S O C I A T I O N O F A I R P O R T S A N D
A E R O D R O M E S S O U T H E R N A F R I C A
(A A A - S A)

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1. **NAME AND OFFICIAL LANGUAGE**

- 1.1 The name of the Association is " ASSOCIATION OF THE AIRPORTS AND AERODROMES SOUTHERN AFRICA"
- 1.2 The shortened form of the name of the Association is "AAA-SA".
- 1.3 The official language of the Association shall be English, which is the international aviation language for the region and one of the official languages of the Republic of South Africa. National Chambers may internally use the official language of their country but shall conduct all communication with the Executive Committee in English.

2. **DEFINITIONS**

In this constitution, unless the context indicates otherwise:-

- 2.1 "EXECUTIVE COMMITTEE" means: the members for the time being elected and / or appointed in terms of this Constitution and the alternate members thereof;
- 2.2 "GENERAL MEETING" means; the Annual General Meeting or any other General Meeting not being an Annual General meeting of the Association, duly constituted, and any adjournment thereof;
- 2.3 "IN WRITING" means: written or produced by, any substitute for writing or partly written and partly so produced and including printing, typewriting or lithography or any other mechanical or electronic process, or partly one and partly another;
- 2.4 "MEMBER" means: a person accepted and still registered as a member of the Association in terms of this Constitution;
- 2.5 "OFFICER" means: each of the Executive Committee Members, the National and Sectorial Committee Members, the Secretary, the Auditor, and any person acting in a fiduciary capacity in relation to the Executive Committee.
- 2.6 "THE ACT" means: the Labour Relations Act No. 66/1995, Proclamation R112GG16880 (22/12/95) of the Republic of South Africa, as amended:
- 2.7 "THE ASSOCIATION" means: the Association of Airports and Aerodromes Southern Africa - AAA-SA;
- 2.8 "THE OFFICE" means: the registered office of the Association for the time being, or if the Association has not been registered: its office for the time being from where its business is conducted;
- 2.9 "THE REGISTER" means: the Register of Members kept at the Association's Office;
- 2.10 "THE SECRETARY" means: the Secretary of the Association for the time being, or any person, duly authorised thereto by the Executive Committee, acting in the place of such Secretary for the time being, or any person appointed by the Executive Committee to perform any of the duties of Secretary;
- 2.11 "THE PRESIDENT" means: The Executive Committee Member for the time being elected in terms of this Constitution to the office of President of the Association;
- 2.12 "YEAR" means: the Financial Year July 1st to June 30th of the following calendar year.
- 2.13 Unless inconsistent with the subject or context or unless the contrary intention appears, any word or expression used in this Constitution but not defined in this Section shall bear the meaning as defined in the Act.

3. INTERPRETATION

In this Constitution the following general principles shall apply:-

- 3.1 the index and head notes are for reference purposes only and shall not affect the interpretation or construction;
- 3.2 words importing the singular number only shall include the plural number and vice versa;
- 3.3 words importing one gender shall include the other genders;
- 3.4 words importing persons shall include corporations, Partnerships, companies or other bodies corporate and any other association or institute or legal personae.

4. OBJECTIVES

The main objectives of the Association are:

- 4.1 to serve, promote, watch over, advance and mutually protect the interests of persons engaged in the ownership, operations and design of Airports and Aerodromes;
- 4.2 to act as a link between such persons and state, provincial, municipal and other governmental authorities as well as other persons having dealings in aviation and related matters;
- 4.3 to promote, support or oppose, and make representations, on behalf of its members, to any authority, as maybe deemed expedient, on any proposed legislative or other Airport and Aerodrome operational related matters affecting the interests of its members;
- 4.4 to represent its members in any hearing which may be held by any body, commission or Court, which hearing may or will effect the rights or interests of its members in any Airport and Aerodrome operational related matter.
- 4.5 to provide, when deemed necessary by the Association, legal assistance to members in matters which may have repercussions for the Airport and Aerodrome industry in general and the membership in particular.
- 4.6 The Association supports free enterprise but recognizes and accepts that there may be restrictive control by either the Government or the Association, in particular where such control is in the interest of safety or in the national interest.
- 4.7 Subsidiary objects for the furtherance of the main objects are:
 - 4.7.1 to adopt such means of making known the objects of the Association in such a manner as may seem expedient and, in particular, by advertising in the media, by literature or other media communications, and by granting prizes, rewards and donations;
 - 4.7.2 to obtain and retain official recognition by state and other governmental authorities and by others as being representative of the Airports and Aerodromes industry in South Africa;
 - 4.7.3 to affiliate with chambers, bodies and associations with similar aims and objects, and with educational institutions;
 - 4.7.4 to encourage co-operative action among persons involved in the operation of Airports and Aerodromes in order to promote the development of the Airports and Aerodromes industry;

- 4.7.5 to do all such lawful things that are incidental or conducive to the attainment of the above objects and which are not inconsistent with any matter specifically provided for in this Constitution.
- 4.8 The income, services and property of the Association shall be applied solely towards the promotion of the objects of the Association, provided that payment in good faith of remuneration, in return for any services rendered to the Association, is allowed.
- 4.9 The liability of members is limited to the payment of any amount owing by them to the Association under this Constitution.
- 4.10 In order to foster public confidence in the standards set by and the integrity of the Association's members and in order to enhance and protect the reputation and good name of the Airports and Aerodromes industry in South Africa the Association's regular members subscribe to the agreed code of ethics drawn up by the members.

5. MEMBERSHIP

5.1 Classes of Membership

5.1.1 There shall be three (3) classes of membership:

5.1.1.1 Ordinary Members:

- a) Private Airport and Aerodrome operators
- b) State, provincial and municipal civil authorities operating Airports and Aerodromes unless engaged in commercial operations

5.1.1.2 Associated Members:

- a) Suppliers of equipment and services to the Airports and Aerodromes industry

5.1.1.3 Invited Members:

- a) Any individual interested in the developments of the Airports and Aerodromes industry but not qualifying for any of the above classes of membership

5.1.2 Any person or company being part of the Airports and Aerodromes industry in South Africa shall be entitled to be proposed for membership

5.1.3 Membership may be extended to persons outside South Africa by resolution of the full Executive Committee

5.1.4 A candidate shall apply for membership in writing in such form as the Executive Committee may from time to time determine. Membership shall be proposed by a member and seconded by a member of the Executive Committee

5.2 Election of Members

5.2.1 Applications for membership shall, in the first instance, be considered by the Executive Committee, but the Committee may refer the application to a General Meeting

- 5.2.2 If the application is dealt with by the Executive Committee, the election of the candidate shall have to be unanimously supported, otherwise the application shall be referred to a General Meeting
- 5.2.3 If the application is dealt with by a General Meeting, election shall be determined by secret ballot; a two-third majority of the paid-up members present in person or by proxy shall be required for election.
- 5.2.4 A candidate who has been rejected for membership may not re-apply until a period of six months has elapsed from the date of such rejection.
- 5.2.5 A candidate becomes a member only if elected and after having paid the required entrance fee, if any and the membership fee for the current financial year.

5.3 Fees

The fees shall be fixed by the General Meeting and confirmed or adjusted annually.

5.4 Rights and Obligations of Members

- 5.4.1 Every member shall, subject to the provisions of this Constitution and to any by-laws in force from time to time, be entitled to all rights and be subjected to all duties and obligations of a member.
- 5.4.2 All members shall be bound by any decision of a General Meeting or the Executive Committee, if taken under the powers granted to them by this Constitution, provided that the Constitution may allow for exemptions.
- 5.4.3 The rights and privileges of every member shall be personal and shall not be transferable to any other person, either by the act of member or by operation of law or in any other way, unless such transfer has been authorised by the Executive Committee.
- 5.4.4 Every member shall from time to time notify the Secretary as to his postal address and any change in it, and the address so notified shall be deemed to be his address for all purposes as between himself and the Association.

5.5 Resignation of Members

- 5.5.1 A member may terminate his membership by notice in writing to that effect, addressed and delivered to the Secretary before the last day of the Association's Financial Year, failing which such member shall be liable to pay the membership fees for the next year: Provided that the Executive Committee at its discretion may release any member from such obligation in full or in part.
- 5.5.2 The date of membership termination shall be the date stated in the notice of termination, or the date of receipt of such notice, whichever is the later.
- 5.5.3 A member shall ipso facto cease to be a member and shall forfeit all right in and claim upon the Association and its property should he fail by 31st July in any year to pay his membership fees: Provided that the provisions of this clause may be relaxed at the discretion of the Executive Committee to such an extent as it deems fit in any particular year and in respect of any particular member.
- 5.5.4 Termination of membership, however it occurs, shall not affect the obligations of a member as such which arose and remained unfulfilled prior to the

happening of that event; and neither shall it affect the rights of such member if the termination was voluntary or following the death of the member if he was a natural person.

5.6 **Expulsion of Members**

- 5.6.1 If a member reportedly violates the Association's Code of Ethics,
- 5.6.1.1 the Executive Committee will review his alleged violation.
- 5.6.1.2 The Complainant shall present to the Executive Committee tangible evidence of the violation. The Member shall have every chance to review the charges and present his side of the case to the Executive Committee.
- 5.6.2 Similarly, if the Executive Committee has reasons to believe that a member causes harm to the Association or its good name in any way, it may call such member before it to explain matters.
- 5.6.3 If the Executive Committee comes to the conclusion that the member has violated the Code of Ethics, or has harmed the Association or its good name in any way, it may caution the member, or suspend his membership, or require him to resign or revoke his membership.
- 5.6.4 A member expelled under this Clause shall forfeit all rights in and claims upon the Association and its property.
- 5.6.5 The Association's President, or any other officer duly authorized by the Executive Committee, shall have the right to suspend any Member pending investigation by the Executive Committee for any violation of the Code of Ethics or any other misconduct which, in his opinion, justifies such suspension.

6. **GENERAL MEETINGS**

6.1 **Holding of Meetings**

- 6.1.1 The Annual General Meeting shall be held during the first half of each financial year.
- 6.1.2 Special General Meetings may be called by the Executive Committee or requested by any five or more ordinary members.

6.2 **Voting Rights at General Meetings**

- 6.2.1 All members have the right to voice their opinion at a General Meeting, but only ordinary members or their accredited representatives have the right to vote; provided that this right may also be exercised by proxy.
- 6.2.2 The Chairman of the General Meeting will have a casting vote, if applicable.

6.3 **Proceedings at General Meetings**

- 6.3.1 At all general meetings the majority vote of the ordinary members personally present or present by proxy, shall be binding upon all members while they remain members; provided that any ordinary member of the minority shall

have the right, if the matter be other than that of internal management of the Association, to disassociate himself from any particular subject and to call upon the Executive Committee to include a minority report, if applicable, with any submission to any outside body.

- 6.3.2 A quorum for a General Meeting shall exist if 25% (twenty five per cent) or more of ordinary members are present in person or by proxy. No business shall be transacted at any General Meeting unless the requisite quorum is present.
- 6.3.3 For the purpose of the election of members at a General Meeting, the quorum shall be two-thirds of the ordinary members present in person or by proxy (or the nearest full number).
- 6.3.4 If within half an hour of the time appointed for a General Meeting, the appropriate quorum is not present, the meeting shall stand adjourned to such other day, time and place as the Executive Committee may, by notice, appoint. If at such adjourned meeting a quorum is not present, the ordinary members present in person or by proxy shall be a quorum and may transact the business for which the meeting was called, with the exception of election of members and disciplinary matters, for which the requisite quorum must be present.
- 6.3.5 If a resolution is put to the vote on a show of hands, a minority of the ordinary members present may demand that the fate of the resolution be determined by a secret poll of all the ordinary members, or by a secret ballot of the ordinary members present.
- 6.3.6 For the purpose of this clause, a minority shall mean at least one third of the ordinary members present in person or by proxy.
- 6.3.7 The President, or in his absence, the Vice-President shall be Chairman. If neither has arrived within 15 minutes of the advertised starting time, the ordinary members present shall have the right to appoint a Chairman.

7. EXECUTIVE COMMITTEE:

The Executive Committee shall consist of five ordinary members and, provided that the Association has three or more Associated Members, one Associated Member.

7.1 Election of the Executive Committee

- 7.1.1 Any two members shall be at liberty to nominate a member to be an Executive Committee member.
- 7.1.2 In the event of nomination being less than the vacancies, or in the event of any casual vacancy, such vacancy shall be filled at the discretion of the Committee; provided that an Executive Committee member has to be an ordinary member of the Association.

7.2 Alternates

Each Executive Committee member shall be entitled to appoint a person to act for him as an alternate Executive Committee member.

7.3 **Cancellation of Membership of Executive Committee**

Any member of the Executive Committee not attending personally or through representation three consecutive meetings shall, as a result thereof, cease to be a member of the Committee, unless leave of absence is granted by the Executive Committee.

7.4 **Proceedings Of The Executive Committee**

7.4.1 The Executive Committee shall elect from among its number one member to be President, another member to be Vice-President, another to be Honorary Secretary and another to be Honorary Treasurer of the Association; provided that the functions of Secretary and Treasurer may be held by one person.

7.4.2 The Executive Committee shall meet as often as shall be requisite for the transaction of the business of the Association but not less than once every six months. Three Executive Committee members personally present shall constitute a quorum. The Chairman of an Executive Committee meeting shall have a casting vote, if applicable.

7.4.3 Any Executive Committee member personally present at an Executive Committee meeting shall have the right to ask for a referendum to be taken of all the members of the Executive Committee on any motion placed before the Executive Committee.

7.4.4 The President, or in his absence, the Vice-President shall be Chairman. If neither has arrived within 15 minutes of the advertised starting time, the Executive Members present shall have the right to appoint a Chairman.

7.5 **Minority Rights**

In each case where the Executive Committee adopts a resolution which involves criticism of any authority or other association or body, or if the Executive Committee resolves to make representations to any authority or to any other association or body, a copy of such resolution shall forthwith be sent to all members of the Association and, provided any member in writing or by telephone disassociates himself from the views expressed within seven (7) days of the resolution being forwarded to all members, he shall be entitled to submit to the Executive Committee a memorandum explaining his views and to be advised by the Executive Committee of the reasons upon which the resolution was based; and, if the member insists, a note to the effect of his disassociation shall be attached to the statement or representation: Provided this wish is expressed in writing and received by the Executive Committee within fourteen (14) days of the Executive Committee's announcement of its decision to issue the critical statement or to make the said representations. The Executive Committee secretary or other nominated person shall acknowledge receipt of this "disassociation" to the originator and forward it to all members for information.

7.6 **Power Of The Executive Committee:**

7.6.1 The entire management of the Association shall be vested in the Executive Committee and the Executive Committee may exercise all such powers and do all such things and acts as the Association is authorised to exercise and do.

7.6.2 The Executive Committee is the sole authority for the interpretation of this Constitution and of the bylaws and regulations made herein. Should any

question arise which is not provided for by this Constitution, the Executive Committee shall have the power to determine the same but shall be guided in its decisions by the Articles for a Public Company of the South African Companies Act, 1973, as amended, and other relevant sections of that Act. The decision of the Executive Committee shall be final and binding upon the members.

8. SPECIAL COMMITTEES

- 8.1 The Executive Committee may delegate any of their powers to committees consisting of such member or members of the Association as they see fit. Any Committee so formed shall, in the exercise of the powers so delegated, conform to the rules that may be imposed on it by the Executive Committee.
- 8.2 National and Sectorial Committees shall elect a Chairman for the duration of the term of office of the Committee, and the Executive Committee shall appoint the Chairman for all other Committees. If at any such meeting the Chairman is not present within five minutes after the time appointed, the Committee Members present may elect one of their number to be Chairman of the Meeting.
- 8.3 A Committee may meet and adjourn as it thinks fit. Questions arising at any meeting shall be determined by a majority of votes of the Committee Members present, and in the event of any equality of votes the Chairman shall have a second or casting vote.
- 8.4 The Chairman of any Committee and in the case of National and Sectorial Committees, any Committee Member, may convene a Meeting: Provided that all Committee Members shall receive seven clear days notice of such Meeting unless the Committee has agreed to waive the requirement for such period of notice for any or all Committee Members.

9. FINANCIAL YEAR

- 9.1 The Association's financial year shall run from the first (1st) day of July and terminate on the thirtieth (30th) day of June the following year.
- 9.2 Annual fees, payable by members for the ensuing year, shall be paid on or before the last day of each financial year. Settlement of differences resulting from adjustments in membership fees by the Annual General Meeting shall be made within one month of the new fees becoming effective.
- 9.3 Should any member fail to pay the membership fees by the thirty-first (31st) of July, he shall cease as a result thereof to be a member, without this influencing the right of the Association to claim the outstanding fees in full; provided that the Executive Committee in its discretion may relax this regulation to such an extent as it deems fit in any year in respect of any particular member.
- 9.4 Any new member joining the Association during the period of any financial year shall pay membership fees pro-rata for each full quarter until the end of the financial year.

10. WINDING UP

- 10.1 The Association shall be wound up if a ballot consisting of not less than 75% of the total members of the Association in good standing vote in favour of a resolution that the Association be wound up, or subject to the provisions of Section 103 of the Labour Relations Act 66 of 1995, if for any reason the Association is unable to continue.

- 10.2 After payments of all debts the remaining funds shall be donated by the liquidator to the Commercial Aviation Association of South Africa (CAASA). However, should CAASA disband before AAASA then the funds shall be distributed amongst the members who were in good standing at the date of dissolution and each member shall receive an equal share.

11. INDEMNITY

- 11.1 Members, officials, office bearers, elected representatives and employees of this Association shall be indemnified by this Association against all proceedings, cost and expenses incurred by any reason, act or omission done or performed in accordance with this Constitution, any amendments thereto, provided that such persons have acted in good faith.
- 11.2 Members, officials, office bearers, elected representatives and employees of this Association shall not be held liable for the liabilities of this Association.
- 11.3 Where a member, official, office bearer, elected representative or employee of this Association incurs expenses, either without the necessary authorisation as applicable from time to time, or contrary to any lawful resolution taken by the Association, such member shall be held liable for refunding the full amount in question to the Association.

12. AMENDMENTS

- 12.1 Any of the provisions in this Constitution may be repealed, amended or added to in any manner by resolution of a general meeting of the Association, provided that such resolution or amendment thereto be passed by not less than 60% of the ordinary members entitled to vote and that at least fourteen (14) days notice of any proposed alterations shall have been given to members. If within that period 30% of the members demand in writing that a ballot of the members of the Association be taken on the matter, such a ballot shall be taken. If 60% of the members of the Association in good standing in the resultant ballot vote in favour of the proposal or resolution, the amendments shall, subject to approval of the registrar become effective.
- 12.2 No amendments or additions shall have any force or effect until certified in terms of subsection 3 of section 101 of the Labour Relations Act (66 of 1995).

13. GENERAL

- 13.1 True accounts shall be kept of the sums of money received and expended by the Association.

Approved at the Annual General Meeting on _____.