

# **International Association of IATA Retirees**

## **By-Laws - Revised May 2009**

### **Article I**

#### *Name, Location, Purpose and Affiliations*

##### **Section 1. Name and Location.**

Pursuant to the charter issued by the Government of Canada, the name of this not-for-profit association will be the "International Association of IATA Retirees" and it is located in Montréal, Québec Canada. The association has adopted, and may also be known by, the acronym "IAIR".

##### **Section 2. Purpose.**

IAIR has the following purposes:

- a) to promote and defend the interests and benefits of IATA retirees,
- b) to foster communications between IATA retirees,
- c) to organize social and cultural activities for the benefit of members,
- d) to act as an umbrella organization for local chapters,
- e) to supply services to members of any other nature relating to the goals of the association,
- f) to receive donations, bequests or any other contributions of a like nature in the form of a monetary contribution, of securities or of immovable assets and to manage such donations, bequests and contributions,
- g) to organize fund-raising campaigns for the purpose of collecting funds to achieve the goals of the Association.

##### **Section 3. Affiliation.**

IAIR shall be affiliated with IAIR-Geneva and any entity that is established with similar objectives and purposes as IAIR but that may not necessarily have any direct or indirect connection with IATA (the International Air Transport Association).

### **ARTICLE II**

#### *Membership*

##### **Section 1. General Requirements.**

Membership in IAIR is open to any individual who receives a pension from the IATA Canadian or International Pension Funds. Membership is also open to any individual who is eligible for a deferred pension from either of the above funds.

##### **Section 2. Membership Dues.**

- a) The annual dues for membership in IAIR shall be an amount established by the Board of Directors and ratified by the membership.
- b) Anyone receiving a pension from the IATA Canadian or International Pension Funds or who will receive a deferred pension is expected to pay membership dues..
- c) Membership dues will be invoiced to all eligible members in January of each year and payable on 1 March.
- d) Membership dues maybe invoiced and paid in Canadian or US funds.

##### **Section 3. Rights and Privileges.**

Members will be entitled to the following:

- a) The right to vote on all matters submitted to the membership.
- b) All services available to the membership

##### **Section 4. Meetings.**

- a) Meetings of the general membership, including the Annual General Meeting (AGM), must be duly announced two (2) weeks in advance.
- b) The Annual General Meeting will take place on the last Friday of the month of September annually at a time and location specified by the Board of Directors.
- c) A general meeting may be called by the President or upon the demand of all the members of the Board.
- d) The results of the AGM and other general meetings of the membership shall be made available to the members no later than four (4) weeks after the meeting.

##### **Section 5. Voting.**

- a) Except as specified otherwise in these bylaws, a simple majority vote of those eligible to vote shall be required to approve a motion.
- b) Voting will be one (1) vote for each member.

- c) Voting by mail (and/or email) may be undertaken when a matter is deemed to be of such importance, as determined by the Board of Directors, that a total membership vote is deemed advisable.

**Section 6. Quorum.**

- a) A quorum for the transaction of business at any duly called meeting of the general membership is 10 members.

## **ARTICLE III**

### *Officers*

**Section 1. Qualifications.**

- a) The Officers of IAIR shall consist of the President & Chairman of the Board, Vice President & Secretary, Primary and Alternate Representatives to the Pension Committee, Treasurer, Membership Secretary and Secretary for External Relations.
- b) An Officer of IAIR must meet the qualifications for membership of IAIR as defined in Section I of Article II.

**Section 2. Nominations.**

Nominations of Officers may be accomplished through any of the following methods:

- a) Nominations may be made by mail, email or facsimile. All nominations must have the agreement of the person nominated.
- b) No person may be nominated for more than two positions.

**Section 3. Election of Officers**

- a) The election of Officers of IAIR may be accomplished by the casting of mail and/or e-mail ballots or by a duly constituted Annual General Meeting.
- b) The election shall become effective with a simple majority (50% plus 1) of all ballots cast provided that the total number of ballots cast is equal to a quorum as defined in Article II Section 6.
- c) Ballots may be cast by e-mail provided that: i) the vote cast is part of the original e-mail to voters (i.e. a reply) and ii) there is one vote counted per each e-mail dispatched to voters.

**Section 4. Terms of Office.**

- a) The term of Officers will begin on the day following the Annual General Meeting and will end on the day following the next Annual General Meeting
- b) The term of each Officer shall be one year; at the expiration of that period their term continues unless the office holder resigns, is unable or unwilling to continue, or is replaced at an Annual General Meeting.

**Section 5. Powers, duties and responsibilities.**

- a) President and Chairman of the Board of Directors (The President)
  - 1. The President may call special meetings of the Board of Directors.
  - 2. The President will be responsible for scheduling, notifying and chairing meetings of the IAIR Board of Directors.
  - 3. The President will preside over the IAIR Annual General Meeting.
  - 4. The President will establish IAIR ad hoc committees as approved by a majority vote of the Board of Directors
  - 5. The President will generally represent IAIR members in a manner consistent with the expectations of the members.
  - 6. The President will be responsible for calling elections, receiving nominations to positions on the IAIR Board of Directors and for holding the elections.
  - 7. Should the President resign from the office or be unable to serve, the Vice-President will assume all the responsibilities, in addition to those of the Vice-President.
- b) Vice President and Secretary.
  - 1. The Vice President and Secretary will be responsible for chairing, or nominating the Chairmen for, ad hoc committees established by the Board of Directors other than the Standing Committees.
  - 2. Should the Vice-President be unable to serve or should he/she resign from the office, the President will assume the Vice-Presidents responsibilities in addition to those of the President.
  - 3. The Vice President and Secretary shall record the minutes of the AGM and all IAIR Board of Director meetings.
  - 4. The Vice President and Secretary shall make available the minutes of any duly called meetings for inspection by any member provided that such requests are made with reasonable notice to the Membership Secretary, in writing.
  - 5. The Vice President will perform the duties of the President in the absence of that officer and will perform other duties as may be assigned by the President under the provisions of these bylaws.

- c) Primary Representative to the IATA Pension Committee
  - 1. The Primary Representative to the IATA Pension Committee will represent IAIR members on the IATA Pension Committee in a manner consistent with the objectives and wishes of the membership and the Terms of Reference of the IATA Pension Committee.
  - 2. The Primary Representative to the Pension Committee will chair the Select Committee on Pension Issues (SELCOM – Article V Section 1).
  - 3. The Primary Representative will ensure that the Alternate Representative is fully briefed on all matters related to the IATA Pension Committee so that the Alternative Representative may represent the retirees’ best interest in the event that the Primary Representative is unable to attend a meeting.
- d) Alternate Representative to the IATA Pension Committee
  - 1. The Alternate will attend IATA Pension Committee meetings, when called and will abide by the rules of the IATA Pension Committee as applied to the Alternate Representative.
  - 2. The Alternate Representative will consult with and advise the Primary Representative to the IATA Pension Committee on all matters relating to pension issues either at IATA Pension Committee meetings or other duly constituted meetings concerning membership pensions.
  - 3. Should the Primary Representative be unable to serve or should he/she resign from the office, the Alternate will assume the Primary Representative’s responsibilities. It will be incumbent on the President or the Vice President to advise the Chairman of the Pension Committee of the change of identity of the Primary Representative.
  - 4. If the Alternate resigns or is unable to serve, the President will immediately nominate someone from the membership under Section 6 – Vacancies for submission to IATA as the IAIR Alternate Representative to the Pension Committee.
- e) Treasurer
  - 1. The Treasurer will be responsible for organizing and managing the finances of the IAIR.
  - 2. The Treasurer and/or the President will have signing authority on IAIR bank accounts.
  - 3. The Treasurer will report the financial status and liquidity of IAIR to the Board of Directors of IAIR on a regular basis.
  - 4. The Treasurer will deposit all funds received by IAIR into a bank account approved by the Board of Directors.
  - 5. The Treasurer will be responsible for the disbursement of funds and will maintain accurate records of all such disbursements.
  - 6. The Treasurer will be responsible for preparing annual financial statements, returns and other documents required of federally incorporated corporations and for preparation of annual IAIR operating budgets.
  - 7. The Treasurer may also apply for and obtain non-interest bearing grants and bequests that contribute to the IAIR operating budget but may not make any financial commitments on behalf of IAIR without the majority approval of the Board of Directors of IAIR.
- f) Membership Secretary
  - 1. The Membership Secretary shall be responsible for encouraging and soliciting membership in IAIR, overseeing creation and distribution of invoices for annual membership, collecting membership dues, and deliver to the Treasurer all membership monies collected. As part of this responsibility the Membership Secretary will maintain the IAIR Membership database with up to date membership information. Changes to the structure of the database may not be implemented without prior discussion with the President of IAIR.
  - 2. The Membership Secretary will arrange functions and activities to support the primary objective of IAIR and produce a Newsletter to members no less than three times a year.
  - 3. The Membership Secretary will also maintain contact with internal IATA organizations concerning social activities and events and ensure that the IAIR membership is made aware these events.
  - 4. The Membership Secretary will also be responsible for press and public relations releases as approved by the President.
- g) Secretary for External Communications
  - 1. The Secretary for External Communications will be responsible for maintaining communication with any other retiree organization, regardless of affiliation, government departments or agencies

with interest in or responsibility for retired people. This activity shall also include liaison with members of political parties that may be of interest to IAIR.

## **ARTICLE IV**

### ***Board of Directors***

#### **Section 1. Functions.**

The Board of Directors of IAIR will exercise all of the appropriate powers of IAIR subject to restrictions provided by law, and by these by laws and subject to policies established by IAIR membership.

#### **Section 2. Meetings.**

- a) Meetings of, the Board of Directors may be held as often as necessary, but not less than once per calendar quarter. They may be conducted by any convenient means agreeable to the Board members, including exchange of emails, mail correspondence or through other electronic or telephonic means.
- b) Meetings of the Board of Directors may be called by the President or any three members of the Board.
- c) Meetings will be open to members of IAIR.

#### **Section 3. Powers and Duties.**

The Board of Directors has the following powers and duties.

- a) The exercise of all authorities granted under the *charter of incorporation* and the supervision and control of IAIR business affairs, subject only to the limitations and restrictions provided by law and these by laws and the policies established by the IAIR membership.
- b) The authorization of the execution of contracts and other agreements necessary to the efficient conduct of the business of IAIR.
- c) The approval of a proposed budget for each fiscal year.
- d) The establishment of proper procedures for the safekeeping of and accounting of all IAIR funds.
- e) The incurring of indebtedness in the name of the IAIR for such sums as may be necessary for current operations. The level of indebtedness of IAIR however shall be limited to 20% of the budgeted membership dues for any fiscal year.
- f) Responsibility for ensuring an accurate record of the meetings of the Board of Directors, Annual General Meetings and any other meetings of the members, for maintaining membership records, for preparing an annual report and for auditing finances.
- g) The responsibility to recommend changes in IAIR membership dues to IAIR members.
- h) The approval, by majority vote of the members of the Board of appointments made by the President.

#### **Section 4. Quorum.**

The presence of a simple majority of the Board of Directors will constitute a quorum at any officially called Board of Directors meeting, all members having been duly notified. There will be no proxies for the Board of Directors.

#### **Section 5. Composition.**

- a) The Board of Directors of IAIR will consist of all the Officers of IAIR.
- b) Specific positions on the Board of Directors may exist from time to time that are not filled by Officers of IAIR. These non-Officer Board positions shall be limited to two (2) positions and shall have limitations imposed on them under the terms of these bylaws.
- c) The term of non Officer Members of the Board shall end on the day following the Annual General Meeting and may be renewed by vote of the membership for no more than one additional year from the date of the AGM.

#### **Section 6. Vacancies.**

- a) A vacancy on the Board of Directors will be declared in the case of death, resignation or inability of any Officer and Director to serve.
- b) In the event that a Directorship is declared vacant, the President may appoint a person, who meets the qualifications of office, to fulfill the un-expired term, subject to the approval of the Board of Directors.
- c) In the case of a vacancy in the office of the President, the Vice President & Secretary will become the President and will serve the remainder of that term.
- d) In the case of a vacancy in the office of the Vice President, the President will appoint a person to fulfill the un-expired term, subject to the approval of the Board of Directors.
- e) In the case of simultaneous vacancies in the office of both the President and the Vice President the Board will appoint successors for the un-expired term.
- f) In the case of a vacancy in any other office, the President will appoint a person to fulfill the un-expired term, subject to the approval of the Board of Directors.

## **ARTICLE V**

### ***Standing Committees***

The permanent standing committees of IAIR will be the following:

#### **1. Select Committee on Pension Issues (SELCOM).**

- a) The Primary Representative to the IATA Pension Committee will chair SELCOM. In the absence of the Primary Representative, SELCOM may, at the discretion of the Primary Representative and the President, be chaired by the Alternate Representative.
- b) SELCOM is mandated to provide support and advice to the committee chairman on all aspects of IATA Pension Committee activities that relate directly to the IATA retirees.
- c) SELCOM will consist of not more than six (6) IAIR members including the Primary and Alternate Representatives to the IATA Pension Committee.
- d) SELCOM will serve at the discretion of the Board of Directors.

## **ARTICLE VI**

### ***Amendment of Bylaws***

#### **Section 1. Mandatory Amendments.**

- a) Amendments applicable to IAIR operations as may be required by the laws of Canada shall be automatically adopted.
- b) Mandatory amendments as described above are not subject to voting by the IAIR membership.

#### **Section 2. Amendment Procedure.**

- a) These Bylaws may be amended by affirmative vote of two-thirds (2/3) affirmative vote of the members present and voting at a duly called meeting or by two-thirds (2/3) affirmative vote of the members responding to a mail ballot providing that prior notice of at least thirty (30) days being given of the proposition(s) to amend.
- b) Any member of IAIR may propose changes to the Bylaws.
- c) Approved amendments to the Bylaws become effective immediately upon their adoption or at such time as specified in the amendment(s).

## **ARTICLE VII**

### ***Liquidation and Dissolution***

In the event of dissolution of the International Association of IATA Retirees, by majority vote of the membership both in person or by mail wherein each member shall have only one vote, no proxies being allowed, at a duly called meeting, all assets of IAIR shall be liquidated and contributed to a qualified non-profit charity or charities as agreed by the Board of Directors.