



# **CANSO Charter and Articles of Association**

**Edition 17 - Approved at Vancouver AGM – June 22, 2016**

# Preamble

The provision of air navigation services for civil aviation is a global activity which is the responsibility of each state for the airspace above its territories. Certain states assume responsibility for airspace over the high seas in accordance with the principles laid down by ICAO. A state may devolve the provision of air navigation services to a civil air navigation service provider. Each provider shares a commonality of interest in providing safe, efficient and cost effective services to the users of the airspace. It must co-ordinate its activities with the airspace users, especially the airlines and with neighbouring states to ensure the seamless transit of international traffic.

Whilst international organisations exist to ensure that members of other parts of the aviation community can work together in a common purpose, no such organisation has existed for the provision of air navigation services. This is the purpose of the Civil Air Navigation Services Organisation, CANSO.

# CHARTER

## Mission

To provide a worldwide platform for customer and stakeholder driven civil ANS providers.

## Goals

|   |  |
|---|--|
| <b>Safety, Efficiency and Effectiveness</b> | To promote safe, efficient and cost effective air navigation services.   |
| <b>Industry Support</b>                     | To develop common industry positions and the resolution of key industry issues.  |
| <b>Products and Services</b>                | To support Members in the provision of their services including influencing the selection and implementation of future technology, agreement on measures of performance and providing an information exchange.             |
| <b>Customer Focus</b>                       | To support Members in their alignment towards customer-driven, service-delivery organisations.   |
| <b>Representation</b>                       | To represent the views and interests of Members with the relevant international bodies. To represent Full Members towards third parties such as international organisations, within the frame of formally agreed mandates. |
| <b>Recognition</b>                          | To achieve recognition of the safe high quality and cost-effective provision of air navigation services.   |
| <b>Delivery of Value</b>                    | To deliver value for all Members.  |

## Key values

In supporting its Members to best meet their customers and stakeholders needs, CANSO is based on ten essential key values:

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|------------------------|---|
| <b>Service Culture</b> | CANSO exists to support its Members and respond to their needs.   |
| <b>Partnership</b>     | CANSO provides a forum to stimulate co-operation between its Members, engendering trust and transparency in all these relationships.                          |
| <b>Relationships</b>   | Close relationships are maintained with relevant international aviation bodies and those representing other aeronautical sectors such as users and suppliers. |
| <b>Co-operation</b>    | CANSO is committed to co-operating with the International Civil Aviation Organisation and regional ANS representative bodies, e.g. EUROCONTROL.               |
| <b>Efficiency</b>      | In executing its activities, CANSO applies best management practices in the interest of maintaining a small efficient and focused organisation.               |
| <b>Transparency</b>    | The activities of CANSO are conducted with full transparency of its Members who provide governance through its established committees.                        |
| <b>Confidentiality</b> | The open exchange of information will be encouraged but confidentiality respected through its sole use for the purpose provided.                              |
| <b>Subsidiarity</b>    | CANSO exists to support its Members who must comply with statutes and international treaties obligations of their respective governments.                     |
| <b>Global action</b>   | The activities of CANSO are conducted with a global perspective, although the need to consider the specificity of regional issues is recognised.              |
| <b>Commitment</b>      | CANSO Members recognise that the success of CANSO depends on their full commitment to contribute resources.   |

# ARTICLES OF ASSOCIATION

## Part I - GENERAL

### Article 1 Creation

|                       |   |
|-----------------------|---|
| <b>Name</b>           | The Civil Air Navigation Service Organisation, (hereafter CANSO) is created and ruled by the present Articles of Association. |
| <b>Corporate Form</b> | CANSO is a not-for-profit Association in the sense of articles 26 to 52 of Book 2 of the Netherlands Civil Code.              |

### Article 2 Location

The registered address of CANSO shall be maintained at Polaris Avenue 85e, 2132 JH Hoofddorp, the Netherlands  
The head offices of CANSO shall be maintained in such locations as decided by the General Meeting.  
In addition, CANSO shall maintain a regional branch office in Brussels, Belgium.

### Article 3 Objectives

The aims and objectives of CANSO shall be:

|   |   |
|---|---|
| <b>Safety, Effectiveness and Efficiency</b> | To support Members in the provision of safe, efficient and cost effective air navigation services worldwide.  |
| <b>Forum</b>                                | To provide a global forum for the exchange of information to support alignment towards customer-focused organisations, to agree measures of performance, to influence selection and implementation of future technology and to represent interests of Members in relevant international bodies worldwide. |
| <b>Performance</b>                          | To support increased safety, efficiency and enhanced management of air navigation services provision.   |
| <b>Joint Action</b>                         | To address common issues and problems and through co-ordinated action and co-operation and by mobilising expertise and knowledge, develop cost effective proposals for their resolution.  |

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|--------------------------|--|
| <b>Influence</b>         | To provide a means to influence standardisation and planning bodies in the field of air navigation services and related areas, globally.   |
| <b>Representation</b>    | To represent the views and interests of Members with the relevant international bodies. To represent Full Members towards third parties such as international organisations, within the frame of formally agreed mandates. |
| <b>Delivery of Value</b> | To deliver value for all Members.  |

## Part II - MEMBERSHIP

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| <b>Article 4      Qualification for Membership</b> |   |
| <b>Decision on applications</b>                    | The Executive Committee shall decide on applications for membership. To this end, it develops and applies relevant criteria and mechanisms for membership.  |
| <b>Full Membership</b>                             | The Executive Committee may accept as Full Member any organisation established to provide air navigation services and expressing: <ul style="list-style-type: none"> <li>a. Its commitment to support the objectives of CANSO and the goals laid down in the CANSO Charter;</li> <li>b. Its willingness to comply with the provisions of the Articles.</li> </ul> |
| <b>Associate Membership</b>                        | The Executive Committee may accept as Associate Member any organisation expressing: <ul style="list-style-type: none"> <li>a. Its commitment to support the objectives of CANSO and the goals laid down in the CANSO Charter;</li> <li>b. Its willingness to comply with the provisions of the Articles.</li> </ul>   |
| <b>Limits to the effect of Membership</b>          | CANSO membership excludes any possible representation by CANSO of the rights of the Member's governments.   |
| <b>Member's commitment</b>                         | CANSO Members commit to contribute the level of resources for the efficient performance of CANSO's activities, in terms of financial and human resources, as decided by the General Meeting.  |

## Article 5 Revenues

### Types of Revenue

CANSO revenues shall consist of:

- Membership fees;
- Entrance fees;
- Revenues from commercial activities;
- Other contributions.

### Use of Revenue

CANSO revenues shall exclusively be used for pursuing the corporate objectives, as listed in article 3 above.

## Article 6 Membership Fees

### Method of Assessment

The membership fees for Full and Associate Members shall be fixed annually by the General Meeting upon recommendation of the Executive Committee.

### Entrance Fee

The entrance fee for Full and Associate Members will be determined from time to time by the General Meeting.

### Failure To Pay

The Executive Committee shall determine the action to be taken in the event of failure to pay the appropriate fees when due.

## Article 7 Termination of Membership

### Resignation

A Member may resign at any time, by giving not less than 30 days written notice. The annual fee remains due for the entire year during which termination is notified.

### Termination

A Member no longer meeting the qualifications for membership or failing to honour its fees, or for any further reason which the Executive Committee deems appropriate, may have its membership terminated by the Executive Committee 30 days after the event giving rise to ineligibility.

### Re-application

Any organisation which ceases to be a Member may reapply for membership, with prior approval of the Executive Committee, which may specify the terms and conditions to be fulfilled for re-admission.

## Part III - ORGANISATION

### Article 8 Governance

A General Meeting is vested with the ultimate authority to exercise all the powers of CANSO.

There shall be an Executive Committee with authority to exercise such powers as laid down in the present Articles or as agreed by the General Meeting.

The Executive Committee is accountable for the overall performance of CANSO.

The General Meeting may approve the creation of regional structures for the purpose of coordinating CANSO activities on a regional level, when and as necessary.

Regional activities shall be organised and conducted in accordance with the policies defined by the Executive Committee.

### Article 9 Amendments to the Articles of Association

#### Amendments

Amendments to the Articles of Association can only be effected by a decision of the General Meeting, which must have been called with the express indication that amendments to the Articles of Association will be tabled.

At least five days prior, and one day post the meeting, the officers responsible for organising the General Meeting will ensure that the proposed amendment to the Articles of Association are available to Members.

The above two paragraphs do not apply in the case when all Members attend the Meeting and the amendments are passed unanimously.

#### Effectiveness

Amendments to the Articles of Association can only be effected by a minimum of a 2/3 majority of the votes cast. The amendments take effect only after they have been passed as a Notary Deed. Each Member of the Executive has the power to pass the Notary Deed.

The Executive Committee has the obligation to submit a copy of the decisions to amend the Articles of Association together with an updated version of the Articles of Association to the Chamber of Commerce.

## Article 10 General Meetings

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|---------------------------------------|--|
| <b>Location and Time</b>              | At least seven days in advance of the meeting Members will receive a written invitation, which will include the agenda. The General Meetings shall be convened by the Executive Committee at least once per year at an agreed location and time, as often as judged necessary but within the legal requirements.   |
| <b>Agenda</b>                         | Not less than 60 days in advance of its meeting, Members may submit matters for inclusion in the Agenda which will be made available to Members 30 days before a Meeting.  |
| <b>Powers</b>                         | <p>The General Meeting shall:</p> <ol style="list-style-type: none"><li>a. Receive nominations for elections for the Executive Committee at least forty (40) days before the General Meeting at the head office of CANSO and elect members of the Executive Committee.</li><li>b. Establish such groups and subordinate bodies it deems appropriate.</li><li>c. Approve reports and financial statements for the previous year.</li><li>d. Ratify the budget for the current year, approved by the Executive Committee and endorse the provisional budget for the coming year.</li><li>e. Approve applicable fees.</li><li>f. Appoint the auditor.</li><li>g. Approve amendments to the present Articles.</li><li>h. Approve its Agenda;</li><li>i. Discharge the members of the Executive Committee for their management of the Association, insofar as such management is reflected in the annual accounts and/or annual report;</li><li>j. Transact any other appropriate business.</li></ol> |
| <b>Extraordinary General Meetings</b> | An Extraordinary General Meeting may be called by the Executive Committee or when at least one tenth of the Members so request in writing. The Executive Committee will have the obligation to organise an Extraordinary General Meeting within four weeks of such a request. In the event the Executive Committee does not meet the Members request within 14 days, the Members can call an Extraordinary General Meeting themselves according to Article 41 paragraph 3 of Book 2 of the Dutch Civil Code. The Members will have the right to appoint their own Chair and Secretary for the meeting.   |

## Quorum and Voting

Forty percent of the Full Members shall constitute a quorum.

Unless otherwise specified in these Articles, each full Member shall have three votes and each Associate Member shall have one vote.

Each Member shall only be allowed to appoint a proxy once in a period of three calendar years.

Unless otherwise specified in these Articles, every vote shall be determined by absolute majority of votes cast. For the purpose of these Articles, the absolute majority consists of half the number of the votes cast, plus one. Abstentions do not qualify as votes cast.

The voting procedure shall be decided by the Executive Committee.

## Article 11 Executive Committee

### Composition & Organisation

The Executive Committee shall be composed as follows:

- A. *Ex Officio* Representatives  
The chairperson of each regional structure established on the basis of Article 8, or the representative elected by such regional structures.
- B. Representative of the Associate Members  
Two individuals shall be elected by the Annual General Meeting upon nomination by the Associate Members.
- A. Members at large  
A number of representatives, equal to the number of *Ex Officio* representatives, shall be elected by the Annual General Meeting upon nomination by the Full Members.

Candidates for a position of Member at large shall be nominated at the level of the CEO or equivalent or at the level of the Executive Board of their organisation.

Candidates must:

- a. justify their ability to represent the ANS industry;
- b. declare they are empowered to commit their organisation;
- c. declare their commitment to make available the time and resources required for the accomplishment of the Executive Committee member duties during the term of office.

The Executive Committee is competent to determine whether an applicant meets the qualification for Member at large.

For the election of the individuals nominated by the Associate Members, Full Members shall have one vote and Associate Members shall have three votes.

Members at large of the Executive Committee and representatives nominated by the Associate Members serve in their individual personal capacity. The Executive Committee should be appointed in such a way as to ensure adequate regional representation of CANSO membership.

The term of office of the Executive Committee members is:

- A. three years for Members at large and the representatives of the Associate Members;
- B. one year for *Ex Officio* representatives.

Where a member is unable to complete his/her full term of office, the Executive Committee shall co-opt a replacement to serve until the next AGM. A replacement member may offer himself for election for a full term of office at the next Annual General Meeting. A retiring Executive may offer himself/herself for re-election provided that he/she does not complete more than:

- A. two consecutive terms of office for Members at large and the individuals nominated by the Associate Members;
- B. Six consecutive terms of office for *Ex Officio* representatives.

5/8 (five eighths) of the Executive Committee shall constitute a quorum. Decisions shall require approval of a majority of the Executive Committee members present. In case of equality of votes, the vote of the Chairman shall count twice.

The Executive Committee may take decision by written correspondence, provided the ExCom unanimously agrees to the application of that process in respect of a specific item. Decisions taken by written correspondence require a majority of 3/4 (three quarters) of the ExCom.

The Associate Members on the Executive Committee shall have voting rights unless the Chairman of the Executive Committee determines that a topic shall be decided upon by representatives of the Full membership only.

A member of the Executive Committee can be removed from office in case of a severe breach of the duties associated with the status of Executive Committee member. Removal requires a majority decision of 75% of the Executive Committee, to be validated by the next General Meeting. All rights and prerogatives associated with the status of Executive Committee member are suspended until the decision of the General Meeting.

## Functions

The Executive Committee shall:

- a. Elect its Chairman;
- b. Be vested with executive powers and duties, including the general management, oversight and control of the business, affairs, funds and property of the organisation, as well as the auditing of CANSO accounts. While the performance of management and control activities may be delegated to the Director-General under the terms of his Duty Statement, ultimate accountability regarding such activities shall rest with the Executive Committee at all times. The Executive Committee shall be responsible for the approval of the Director General's Duty Statement;
- c. Determine, review and approve policy within the framework of these Articles and Resolutions of General Meetings;
- d. Propose the Agenda for the General Meeting;
- e. Establish and determine the membership duties and rules and regulations of any sub-committee of the Executive Committee, or authorise any such sub-committee to adopt its own rules and regulations;
- f. Recommend to the General Meeting the fees and the time by which they shall be payable, as well as the currency or currencies in which they are to be paid;

- g. Consider and approve applications for membership;
- h. Take such action as may be appropriate with respect to the termination, limitation or suspension of the membership;
- i. Determine the process for the nomination and election of the Executive Committee members;
- j. Adopt and amend its rules and regulations as deemed appropriate for the exercise of its executive powers and the performance of its duties;
- k. Appoint the Director-General and approve his proposals for other employees;
- l. Approve CANSO Mandates in accordance with Article 12 of these Articles;
- m. Approve the annual budget, provided it is within the provisional budget endorsed by the General Meeting. Special assessments and related conditions and procedures may be approved by a General Meeting
- n. Execute any other competency given by these Articles or the General Meeting.

## Article 12 Representation

### By the Executive Committee

The Executive Committee represents and commits CANSO. Any 2 Members of ExCom acting jointly can represent and commit CANSO.

### By officials appointed by the Executive-Committee

Officials appointed by the Executive Committee represent and commit CANSO, by their individual signature, within the scope of competencies expressly delegated by the Executive Committee. The appointed officials shall be registered with the Netherlands Chamber of Commerce.

### Representation of Members

The Executive Committee may issue mandates to individuals to represent CANSO and its Full Members toward third parties, provided the following conditions are fulfilled:

- a. Each mandate must be related to a specific issue;
- b. The contents, scope and limits of the mandate must be clearly defined;
- c. For each individual mandate, the Executive Committee shall define and implement appropriate monitoring and reporting arrangements to ensure that all mandates are fulfilled in accordance with their actual intention;
- d. All Full Members shall be consulted as to the form and contents of the mandate;
- e. All Full Members shall vote on the issuance of the mandate and the issuance of such mandate will require a majority of two thirds of the voting Members. Voting shall take place by correspondence, unless the Executive Committee determines a formal meeting of concerned Members is required;
- f. Any Member retains the right to remain unbound by a mandate issued by the Executive Committee by formally expressing its decision to opt-out.

Representation of Members shall only be to the extent authorized and permitted by the laws of a Member's country.

## Article 13      CANSO Secretariat

### Director-General

The Director-General is responsible for the management of the CANSO secretariat and of CANSO activities, in accordance with the decisions of the AGM and instructions from the Executive Committee. The Director General is appointed by the Executive Committee for renewable terms of 3 years.

The conditions of employment of the Director-General are decided and negotiated by the Executive Committee, including the Director-General's Duty Statement, which as an integral part of the employment contract, details the responsibilities, competencies and authority of the Director-General.

### Secretariat posts

The Executive Committee shall approve Secretariat posts, including roles and responsibilities, terms and conditions, etc.

## Part IV - FINAL PROVISIONS

## Article 14      Liability

### Members

Members bear no individual liability.

### CANSO

The corporate liability of CANSO is limited to its own property and assets.

## Article 15      Language

### Official Language

English will be the official language of CANSO. Exceptionally, however, other language(s) may be used when circumstances dictate and upon agreement of the General Meeting.

The authentic version of the CANSO Articles of Association are the Dutch version.

## Article 16      Settlement of Disputes

### Dispute

Any dispute between CANSO and one or several of its Members, arising from the interpretation or application of these Articles shall be settled by arbitration along the rules and procedures of the Netherlands Arbitrage Institute (NAI) in Amsterdam, the Netherlands.

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|--------------------------------------|--|
| <b>Arbitration</b>                   | The concerned Member and the Executive Committee shall each designate one arbitrator within thirty days after the demand for arbitration initiated by one of the parties had been notified to the second. When several Members are seeking arbitration for the same matter, they shall jointly designate one arbitrator. The two arbitrators so named shall designate a third arbitrator.  |
| <b>Decision</b>                      | The arbitrators shall proceed without delay to consider all matters related to the case and must hand down a decision by majority within ninety days after appointment of the third arbitrator. The decision of the majority of such arbitrators shall be final and binding on CANSO and the Member(s) concerned.  |
| <b>Exclusion</b>                     | This Article shall not apply to any Member which has submitted a written request for exclusion from this Article, at the moment it has applied for CANSO membership.   |
| <b>Article 17      Dissolution</b>   |  |
| <b>Resolution &amp; Disbursement</b> | <p>CANSO may be dissolved by Resolution of a General Meeting, approved by a 2/3 majority of the votes cast. In such event the General Meeting shall decide the destiny of any accrued assets of CANSO. This shall be done in line with the corporate goals of CANSO.</p> <p>The Executive Committee shall undertake the disposal of assets or appoint a person (Executor) to act on its behalf.</p> <p>After dissolution the association shall continue to exist for the time period required to complete the disposal of assets. During this period the Articles of Association will remain in force. In all documents and communications of the Association the term 'in liquidation' shall be added to her name.</p> <p>The dissolution shall be effective from the moment that no further assets are known to the Executor.</p> <p>The accounts and documents of the liquidated association shall remain in safe deposit for a period of seven years after dissolution. The Executor shall appoint a caretaker.</p> <p>The Term of Office of the Executive Committee Members will end on dissolution of the Association.</p> |
| <b>By Law</b>                        | CANSO shall be dissolved in the event of bankruptcy or in the event the Executive Committee, following all practical steps, cannot be constituted in accordance with the present Articles.   |

Date & Location: Geneva, 29 January 1998  
Amended: Vancouver, 22 June 2016