

CONSTITUTION OF THE ASSOCIATION OF NON-SCHEDULED OPERATORS

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## OF THE ASSOCIATION OF NON-SCHEDULED OPERATORS

### 1.0 NAME

The name of the Association is “The Association of Non-Scheduled Operators” (ANSO).

### 2.0 INTERPRETATION

2.1 **“non-scheduled operator”** means the provider of a commercial air transport operation, other than a scheduled public air transport service, as defined by the South African Civil Aviation Regulations of 1997 (CAR) by means of a small or medium sized passenger or cargo aeroplane or an aeroplane used in general aviation air service operations.

2.2 **“relevant regulation”** means any valid international, national, regional and local regulation that applies to a commercial air transport operation undertaken by a member of the Association, including the crew, aircraft and equipment utilised.

### 3.0 OBJECTS

3.1 The main objects of the Association are:

3.1.1. to serve, promote, watch over, advance and mutually protect the unique interests of fixed wing non-scheduled operators;

3.1.2. to act as a link between such operators and state, provincial, municipal and other governmental regulators and authorities as well as other persons having dealings in aviation-related matters;

3.1.3. to promote, support or oppose, and to make representations, on behalf of its members, to any authority, as may be deemed expedient, on any proposed legislative or other matter affecting the interests of its members;

3.1.4. to ensure that the aviation regulatory standards maintain adequate levels of safety, are affordable, properly and uniformly applied, and do not inhibit competition between commercial air transport operators;

3.1.5. to represent its members in any hearing which may be held by any body, commission or Court, which hearing may or will affect the rights or interests of its members in any commercial air transport related matter;

3.1.6. to provide, when deemed necessary by the Association, legal advice, but no litigation support or assistance to members in matters which may have repercussions for the non-scheduled operators in general and the membership in particular.

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- 3.2 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 and security, or in the national interest.
- 3.3 Subsidiary objects for the furtherance of the main objects are:
- 3.3.1. 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;
  - 3.3.2. to obtain and retain official recognition by state and other governmental authorities and by others as being representative of the non-scheduled operators in the Republic of South Africa;
  - 3.3.3. to affiliate with chambers, bodies and associations with similar aims and objects, and with educational institutions;
  - 3.3.4. to encourage co-operative action among non-scheduled operators;
  - 3.3.5. 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.
- 3.4 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.
- 3.5 The liability of members is limited to the payment of any amount owing by them to the Association under this Constitution.
- 3.6 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 non-scheduled operators, the Association's regular members subscribe to a Code of Ethics, as attached to this Constitution.

## 4.0 MEMBERSHIP

- 4.1 There shall be three (3) classes of membership:

### 4.1.1 Honorary Members

Honorary members may be proposed for such membership by the Executive Committee, and elected as such at a general meeting, in recognition of special services rendered to the Association. Honorary members are entitled to all the privileges of the Association but shall not

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have the right to vote. Honorary membership is exempted from entrance and membership fees, if any.

### 4.1.2 Ordinary Members

Holders of a Class II or Class III air service licence issued in the category Aeroplane by the Air Services Licensing Council or the International Air Services Council, established in terms of the Air Services Licensing Act of 1990 or the International Air Services Act of 1993 respectively.

### 4.13 Associated Members

Any person, company or organisation interested in the promotion of safe and efficient commercial air transport operations, other than scheduled public air transport services as defined in the CAR, but not qualifying for any of the above classes of membership.

- 4.2 Any person, company or organisation in South Africa, meeting the requirements for membership, shall be entitled to be proposed for membership.
- 4.3 Membership may be extended to persons, companies or organisations outside the Republic of South Africa by resolution of the full Executive Committee.
- 4.4 Application for ordinary or associated membership shall be made in writing in such form as the Executive Committee may from time to time determine.

## 5.0 **ELECTION OF MEMBERS**

- 5.1 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 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.
- 5.3 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.
- 5.4 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.
- 5.5 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.
- 5.6 Any new member joining the Association during a particular financial year shall pay membership fees *pro-rata* for each full quarter until the end of that financial year.

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## 6.0 FEES

The entrance and membership fees shall be fixed by the Annual General Meeting and confirmed or adjusted annually, provided that the fees so fixed, confirmed or adjusted shall not be less than those fixed, confirmed or adjusted by CAASA for the same financial year.

## 7.0 RIGHTS AND OBLIGATIONS OF MEMBERS

7.1 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.

7.2 All members shall be bound by any decision of a general meeting or by the Executive Committee, if taken under the powers granted by this Constitution: Provided that the Constitution may allow for exemptions.

## 8.0 RETIREMENT OF MEMBERS

Any member wishing to resign its, his or her membership shall give notice in writing before the last day of the Association's financial year, failing which such member shall be liable to pay the fees for the next year: Provided that the Executive Committee in its discretion may release any member from the latter obligation.

## 9.0 FINANCIAL YEAR

9.1 The Association's financial year shall run from the first (1<sup>st</sup>) day of July in a given year and terminate on the thirtieth (30<sup>th</sup>) day of June in 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 (31<sup>st</sup>) of July, it, he or she 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 clause to such an extent as it deems fit in any year in respect of any particular member.

## 10.0 EXPULSION OF MEMBERS

10.1 If a member reportedly violates the Association's Code of Ethics, the Executive Committee shall review its, his or her alleged violation.

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- 10.2 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 its, his or her side of the case to the Executive Committee.
- 10.3 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.
- 10.4 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, suspend its, his or her membership, require it, him or her to resign, or revoke its, his or her membership.
- 10.5 A member expelled under this clause shall forfeit all rights in and claims upon the Association and its property.
- 10.6 The Association's President, or any other officer duly authorised 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 or her opinion, justifies such suspension.

### 11.0 GENERAL MEETINGS

- 11.1 An Annual General Meeting shall be held during the first half of each financial year.
- 11.2 Special general meetings may be called by the Executive Committee or requested by any five or more ordinary members.

### 12.0 VOTING RIGHTS AT GENERAL MEETINGS

- 12.1 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.
- 12.2 The Chairperson of a general meeting shall have a casting vote, if applicable.

### 13.0 PROCEEDINGS AT GENERAL MEETINGS

- 13.1 At any general meeting 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 it-, him- or herself 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.

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- 13.2 A quorum for a general meeting shall exist if twenty five per cent (25%) 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.
- 13.3 For the purpose of the election of members at a general meeting, the quorum shall be two-third of the ordinary members present in person or by proxy (or the nearest full number).
- 13.4 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 constitute a quorum and may transact the business for which the meeting was called, except the election of members and any disciplinary matters, for which the in sub-clause 13.3 prescribed quorum must be present.
- 13.5 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.

For the purpose of this clause, a minority shall mean at least one third of the ordinary members present in person or by proxy.

- 13.6 The President, or in his or her absence, the Vice-President shall be Chairperson. If neither has arrived within 15 minutes of the advertised starting time, the ordinary members present shall have the right to appoint a Chairperson.

### **14.0 EXECUTIVE COMMITTEE**

- 14.1 The Executive Committee shall consist of four ordinary members, elected in terms of clause 15.0, and the Chief Executive Officer of the Commercial Aviation Association of Southern Africa *ex officio* (CEO/CAASA).
- 14.2 The CEO/CAASA shall hold *ex officio* the positions of Vice-Chairman, Honorary Secretary and Honorary Treasurer of the Association.

### **15.0 ELECTION OF EXECUTIVE COMMITTEE**

- 15.1 Any two members shall be at liberty to nominate an ordinary member or a representative thereof to be an Executive Committee member.
- 15.2 In the event of nominations being less than the vacancies, or in the event of any casual vacancy, such vacancy shall be filled at the discretion of the Executive Committee: Provided that – apart from the CEO/CAASA - only ordinary members of the Association or a representative thereof may serve on the Executive Committee.

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- 15.3 Any member nominated, must indicate their willingness to be part of the Executive Committee.
- 15.4 Members nominated must demonstrate by, the show of hands, the support of at least 4 other members to be considered as elected.
- 15.5 Where more than 4 members are nominated and have confirmed their willingness to be part of the Executive Committee, the positions shall be allocated to those members who receive the highest number of votes by show of hands.

### **16.0 ALTERNATES**

Apart from the CEO/CAASA, each Executive Committee member shall be entitled to appoint a person to act for him or her as an alternate Executive Committee member with the consent of the Executive Committee. Such alternate does not have to be a person in the employ of the ordinary member.

### **17.0 CESSATION OF MEMBERSHIP OF EXECUTIVE COMMITTEE**

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

### **18.0 PROCEEDINGS OF THE EXECUTIVE COMMITTEE**

- 18.1 The Executive Committee shall elect from among its number – other than the CEO/CAASA - one member to be President.
- 18.2 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 four months. Three Executive Committee members personally present shall constitute a quorum.
- 18.3 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.
- 18.4 The President, or in his or her absence the CEO/CAASA, shall preside over each Executive Committee meeting. If neither has arrived within 15 minutes of the advertised starting time, the Executive Members present shall have the right to appoint a Chairperson. The President, or in his or her absence the chairperson of the meeting, shall have a casting vote, if applicable.

### **19.0 MINORITY RIGHTS**

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In the event that, where the Executive Committee adopts a resolution which involves criticism of any authority or any 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. If a member - within seven (7) days of the resolution being forwarded to all members - in writing or by telephone disassociates it-, him- or herself from the views to be expressed, it, he or she shall be entitled to submit to the Executive Committee a memorandum explaining its, his or her views, and to be advised by the Executive Committee of the reasons upon which the resolution was based.

If the member wishes, and provided that 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, a note to the effect of its, his or her disassociation shall be attached to the statement or representation. The Honorary Secretary shall acknowledge receipt of this "disassociation" to the originator and forward it to all members for information.

### **20.0 POWER OF THE EXECUTIVE COMMITTEE**

- 20.1 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 act as the Association is authorised to exercise and do.
- 20.2 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. The decision of the Executive Committee shall be final and binding upon the members.
- 20.3 The administration of the Association shall be provided for by The Commercial Aviation Association of Southern Africa.

### **21.0 WINDING UP**

- 21.1 The Association shall be wound up if a ballot consisting of not less than 75% of the total of ordinary members of the Association in good standing vote in favour of a resolution that the Association be wound up, or in terms of Section 103 of the Labour Relations Act 66 of 1995, if for any reason the Association is unable to continue.
- 21.2 After payment of all debts, the liquidator shall donate the remaining funds to The Commercial Aviation Association of Southern Africa (CAASA). However, should CAASA disband before ANSO, then the funds shall be distributed amongst the members who were in good standing at the date of dissolution and each such member shall receive an equal share.

**22.0 INDEMNIFICATION**

- 22.1 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 and any amendments thereto, provided that such persons have acted in good faith.
- 22.2 Members, officials, office bearers, elected representatives and employees of this Association shall not be held liable for the liabilities of this Association.
- 22.3 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, official, office bearer, elected representative or employee shall be held liable for refunding the full amount in question to the Association.

**23.0 AMENDMENTS**

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 two third 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 one third of the ordinary 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 two third of the ordinary members of the Association in good standing in the resultant ballot vote in favour of the proposal or resolution, the amendment shall become effective.

**24.0 GENERAL**

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

Accepted by the 1<sup>st</sup> General Meeting of the Association, held on \_\_\_\_\_ at the

\_\_\_\_\_.

**CODE OF ETHICS  
FOR REGULAR MEMBERS OF  
THE ASSOCIATION OF NON-SCHEDULED OPERATORS (ANSO)**

**A. TECHNICAL STANDARDS:**

- i) **Flights** – *Flights will be made in accordance with the relevant regulations. In addition, members' pilots shall exercise their best judgment to ensure a maximum safety factor at all times.*
- ii) **Flight personnel** – *Members will employ and assign to each flight only pilots and – if applicable - other personnel who hold current certificates of qualification. In addition, the member shall be satisfied, either through training provided by his or her organisation or by review of the flight personnel's experience, that flight personnel are familiar with the type of work to which they are assigned and are capable of completing it safely and satisfactorily.*
- iii) **Maintenance** – *All maintenance shall be performed in a manner that conforms to the relevant regulations. Members will not use parts or materials of unknown origin or time or of doubtful specification. Maintenance personnel shall not approve any aircraft for flight unless they are personally satisfied that the equipment is airworthy and complies in all respects with the relevant regulations.*
- iv) **Equipment** - *A member may operate any licensed equipment of his or her choice, except that every aircraft must be in airworthy condition and complies in all respects with the relevant regulations. In addition, a member shall not attempt to use for any operation an aeroplane, which, because of limiting factors such as altitude, temperature, payload requirements, etc. is unable to perform the flight in a safe and acceptable manner.*

**B. INSURANCE**

*Members shall carry liability insurance covering their operations, in amounts sufficient to provide adequate and reasonable protection to clients, passengers and to third parties, against liability arising from such operations.*

**C. BUSINESS STANDARDS**

*Members shall maintain standards equal to the high technical requirements of the industry. While recognizing that it is impossible to enumerate all of the attitudes and factors which comprise good business ethics, members recognize certain areas in which positive principles do apply:*

- i) **Advertising** – *A member's advertising shall be tactful and shall accurately represent the services he or she is able to offer.*
- ii) **Financial** – *Since financial stability is the hallmark of a leading company in any industry, members will exert every effort to anticipate their financial obligations and to meet them promptly when due.*