

## **ACT OF INCORPORATION**

### **AN ACT TO INCORPORATE INTERNATIONAL AIR TRANSPORT ASSOCIATION \***

Whereas Herbert James Symington, Companion of the Most Distinguished Order of St. Michael and St. George, and one of His Majesty's Counsel, of the city of Montreal, in the province of Quebec, president of the unincorporated Association known as "International Air Transport Association", hereinafter called the "unincorporated Association", John Cobb Cooper, executive, and John Elliot Slater, executive, both of the city of New York, in the State of New York, one of the United States of America, members of the Executive Committee of the unincorporated Association, and Hugh Emmett O'Donnell, of the city of Montreal, one of His Majesty's Counsel and Attorney-at-law of the unincorporated Association, have, by their petition on behalf of the unincorporated Association, prayed that it be enacted as hereinafter set forth, and it is expedient to grant the prayer of the petition; Therefore His Majesty, by and with the advice and consent of the Senate and the House of Commons of Canada, enacts as follows: —  
Act of Incorporation

1. In this Act, unless the context otherwise requires: —

(a) "air service" means any air service performed by aircraft for the public transport of passengers, mail or cargo;

(b) "air transport enterprise" includes those persons, corporate bodies and unincorporated bodies, companies, firms, partnerships, societies and associations, now or hereafter operating an air service for public hire, under proper authority, in the transport of passengers, mail or cargo under the flag of a State eligible for membership in the International Civil Aviation Organization;

(c) "International Civil Aviation Organization" means the organizations provisional and permanent provided for by the Interim Agreement on International Civil Aviation and by the Convention on International Civil Aviation concluded on the 7th day of December, 1944, at the city of Chicago, in the State of Illinois, one of the United States of America, at the International Civil Aviation Conference.

2. The said Herbert James Symington, John Cobb Cooper, John Elliot Slater and Hugh Emmett O'Donnell, and all the present members of the unincorporated Association, together with such other persons, corporate bodies or unincorporated bodies, companies, firms, partnerships, societies and associations, as may hereafter from time to time become associated with them for the purposes of this Act, and become members of the Association hereby incorporated, are incorporated under the name of "International Air Transport Association" hereinafter called "the Association".

3. The purposes, objects and aims of the Association shall be: —

(a) to promote safe, regular and economical air transport for the benefit of the peoples of the world, to foster air commerce and to study the problems connected therewith;

(b) to provide means for collaboration among the air transport enterprises engaged directly or indirectly in international air transport service;

(c) to co-operate with the International Civil Aviation Organization and other international organizations.

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\* Statutes of Canada, 1945, Chap. 51 (Assented to 18<sup>th</sup> December, 1945) as amended by Statutes of Canada, 1974-75-76, Chap. 111 (Assented to 27<sup>th</sup> February, 1975).

4. The head office of the Association shall be at the city of Montreal, in the province of Quebec, or at such other place as the Association may determine by by-law from time to time.

5. The Association may, by by-laws, rules and regulations: —

(a) define and regulate the qualifications, admission, termination, suspension and expulsion of members, determine the different classes of members and their rights, duties and privileges, and fix the fees, subscriptions and dues to be paid by them;

(b) establish an Executive Committee of the Association with executive powers, determine the method of election or appointment thereto or selection thereof, define the constitution, powers, duties, quorum and terms of office of such Executive Committee and fix the number, powers, duties, quorum, terms and conditions of office of the officers and committees of the Association;

(c) fix the time and place for holding the annual meeting and other meetings of the Association and the notice to be given thereof;

(d) provide for the administration and management of the business and affairs of the Association and the furthering of its objects, purposes and aims, and such delegation as it may deem proper of any of its powers to the Executive Committee of the Association, and to any other committee as it may from time to time appoint.

6. (1) In addition to the general powers accorded to it by law and to those set forth elsewhere in this Act, the Association shall have power: —

(a) to acquire the whole or any part of the rights and properties owned or held by, for or on behalf of the unincorporated Association;

(b) to purchase, take on lease or in exchange, hire and acquire by gift, grant, devise, legacy or otherwise and to own and hold any estate, property or rights, real or personal, moveable or immoveable, or any title or interest therein, and to alienate, sell, exchange, manage, develop, lease, hypothecate, mortgage, change, pledge or otherwise deal therewith in such manner as the Association may determine;

(c) to borrow money for the purposes of the Association;

(d) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments;

(e) to invest and deal with the monies of the Association not immediately required in such manner as may from time to time be determined;

(f) to carry out all or any of the objects of the Association and do all or any of the above things as principal, agent, contractor or otherwise, and either alone or in conjunction with others;

(g) to do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association.

(2) Nothing in this section shall be deemed to authorize the Association to issue any note payable to the bearer thereof, or any promissory note intended to be circulated as money, or as the note of a bank, or to engage in the business of banking or insurance.

7. The present officers and members of the Executive Committee and of the committees of the unincorporated Association shall subject to the by-laws, rules or regulations of the unincorporated Association continue to hold their offices until their successors shall have been appointed or elected in accordance with the provisions of this Act and of the by-laws, rules or regulations made thereunder.

8. The existing constitution, by-laws and rules of the unincorporated Association, insofar as they are not contrary to law or to the provisions of this Act, shall be the constitution, by-laws and rules of the Association until altered or repealed at an annual or special general meeting of the Association.

9. The Association may exercise its functions throughout Canada or elsewhere and meetings of the Association and of the Executive Committee and any other committees of the Association may be held at any place other than the head office of the Association and either within or without Canada.

10. The Association may adopt and use a corporate seal in such form as may be deemed expedient.