



Rules of Procedure for General Meetings

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SECTION I – Meetings

RULE 1.

The Annual General Meeting (“AGM”) shall be convened at a place and time agreed to by a previous AGM, but not more than fifteen (15) months after the previous AGM and not later than nine (9) months after the end of CTA’s financial year. In the absence of such agreement or should the Board deem it impractical to hold the AGM at the place or time so agreed, the Board shall determine the place and/or time of the AGM.

RULE 2.

A Special General Meeting (“SGM”) may be convened in the following circumstances:

- i. by the Board at any time by sending to the Members, at least sixty (60) days before the date fixed for such meeting, a notice and proposed agenda;
- ii. at the request in writing of not less than one-third of the Members addressed to the Board with a proposed agenda, in which case that SGM will take place not less than sixty (60) days after the request.

SECTION II – Composition

RULE 3.

All Members not subject to Limitation shall have an equal right to be represented at a General Meeting.

RULE 4.

A Member may be represented (Proxy) at General Meetings by one or more representatives, who shall be directors, officers, or employees of, or specifically mandated by, such Member.

RULE 5.

Each Member shall submit in writing to the Company Secretary the name of the person(s) who will represent it at a General Meeting and until such authorisation is withdrawn, such person(s) alone shall act as the representative of the Member at that General Meeting.

RULE 6.

At any General Meeting, the Company Secretary may appoint one or more scrutineers who need not be representatives of Members, to examine the credentials of any person desiring to attend the Meeting and the decision of such scrutineer or scrutineers as to the validity of such credentials shall be conclusive and binding upon all Members, including the Member from which the person presenting the credentials claims to have received them.

SECTION III – Officers

RULE 7.

The Presiding Officer, or the Board Chairman shall preside over General Meetings in accordance with these Rules of Procedure.

The Board Chairman may nominate a Presiding Office for the meeting.

The Board Chairman, or in the absence or unavailability of the Board Chair, the Company Secretary, shall act as Presiding Officer and shall have all the powers and authority of the AGM President.

SECTION IV – Secretariat

RULE 8.

The Company Secretary shall act as Secretary of General Meetings and provide and direct the staff required by the General Meetings and commissions. If the Secretary is unavailable the Board Chairman shall appoint a member of the CTA Board to act as Secretary of that Meeting.

SECTION V – Agenda

RULE 9.

- a. Not less than thirty (30) days in advance of a General Meeting, Members may submit to the Board, matters for inclusion in the agenda.
- b. The agenda of the matters to be submitted at the General Meeting shall be approved by the Board. The Board Chair or the Executive Director may refuse to include any matter for inclusion in the agenda, discussion of which is in breach of applicable competition law or is otherwise unlawful.
- c. Any matter so submitted by a Member which shall not have been included in the agenda may be considered at the General Meeting upon a majority vote of Members registered and present and any other matter may be considered at the General Meeting only upon a two-thirds vote.
- d. The Presiding Officer may refuse to include any matter for inclusion in the agenda, discussion of which is in breach of applicable competition law or is otherwise unlawful.
- e. The Company Secretary shall provide Members with not less than thirty (30) days' written notice of, and the agenda for, the General Meeting.

RULE 10.

Failure of a Member to receive the notice of a General Meeting in accordance with the Articles of Association shall not invalidate any action taken at the General Meeting.

RULE 11.

At each General Meeting the agenda shall be submitted to members twenty one days (21) before the General Meeting.

RULE 12.

The AGM shall:

- i. Establish CTA Conferences and such groups and subordinate bodies as it considers appropriate;
- ii. Receive and consider reports of the Board, Industry Committees, CTA Conferences and the Executive Directors
- iii. Approve the annual consolidated financial statements for the previous year;
- iv. Transact any other business as may properly come before the AGM.

A General Meeting may establish such ad hoc commissions as it deems desirable for the conduct of business. Their membership and functions shall be determined by the General Meeting and any such commission shall elect its own Chair.

SECTION VI – Conduct of Business

RULE 13.

The General Meeting shall not be open to the public except by decision of the Board which shall be provided to Members in accordance with RULE 9. Any such decision of the Board may be reversed by a decision of the General Meeting upon a majority vote of Members registered and present. Meetings of commissions shall not be open to the public except by decision of the commission concerned.

RULE 14.

Official observers may be invited by the Board or the Executive Directors to attend General Meetings which are not open to the public and may be heard at the discretion of the Presiding Officer.

RULE 15.

A majority of the Members registered at a General Meeting shall constitute a quorum for the duration of the Meeting. A Proxy may be appointed by a Member.

RULE 16.

The Presiding Officer shall open and close the General Meeting, direct the discussion, ensure observance of these Rules, accord the right to speak, put questions and announce decisions. He or she shall rule on points of order and, subject to these Rules, shall have complete control of the proceedings and over the maintenance of order at any sessions of such General Meeting.

RULE 17.

The Board Chair, the Executive Directors and members of the Board may make either oral or written statements to the General Meeting or any commission thereof concerning any question under consideration by it.

RULE 18.

The subsequent Rules of this Section shall not apply to commissions which shall conduct their deliberations informally.

RULE 19.

The Presiding Officer shall call upon speakers in the order in which they have asked to speak and may call a speaker to order if the speaker's statements are not relevant to the subject under discussion or if the speaker exceeds the time allocated to him or her by the Presiding Officer under RULE 21. No representative is permitted to speak a second time on any question, unless called upon for clarification, until all other representatives desiring to speak have had an opportunity to do so.

RULE 20.

During the discussion of any matter and notwithstanding the provisions of RULE 19, a representative may at any time raise a point of order, and this shall be immediately decided by the Presiding Officer. Any representative may appeal against the ruling and the appeal shall be immediately put to a vote. The ruling shall stand unless overruled by a majority of votes cast by Members registered and present. A representative raising a point of order may speak only on this point and not on the substance of the matter under discussion before the point was raised.

RULE 21.

The Presiding Officer may, with the simple majority approval of those present, limit the time allowed to each speaker.

RULE 22.

The order of debate and voting on motions and amendments shall be as follows:

a. Main Motions

When a motion is made and seconded (“the Main Motion”), the Presiding Officer shall call for debate. When that debate is concluded, the Presiding Officer shall call for a vote on the Main Motion.

b. Amended Motions

- i. If an amendment to the Main Motion (“the Original Amendment”) is proposed and seconded which is not accepted by the mover and seconder of the Main Motion, the Presiding Officer shall open debate on the Original Amendment and when debate is concluded shall call for a vote on the Original Amendment.
- ii. If the vote on the Original Amendment is affirmative, the Presiding Officer shall call for debate on the Main Motion as amended by the Original Amendment. When that debate is concluded the Presiding Officer shall call for a vote on the Main Motion as amended by the Original Amendment.
- iii. If the vote on the Original Amendment is negative, the Presiding Officer shall re-open debate on the Main Motion. When that debate is concluded the Presiding Officer shall call for a vote on the Main Motion.

c. Supplementary Amendments

- i. If a further amendment to the Original Amendment (“the Supplementary Amendment”) is proposed and seconded which is not accepted by the mover and seconder of the Original Amendment, the Presiding Officer shall open debate on the Supplementary Amendment and when that debate is concluded shall call for a vote on the Supplementary Amendment.
- ii. If the vote on the Supplementary Amendment is affirmative, the Presiding Officer shall call for debate on the Original Amendment as amended by the Supplementary Amendment. When that debate is concluded the Presiding Officer shall call for a vote on the Original Amendment as amended by the Supplementary Amendment.
- iii. If the vote on the Supplementary Amendment is negative, the Presiding Officer shall re-open debate on the Original Amendment and when debate is concluded shall call for a vote on the Original Amendment.
- iv. The provisions of RULE 22 (b) (ii) and (iii) shall apply thereafter.

RULE 23.

If amendments to different aspects or portions of a motion are proposed, each substantially different amendment shall be treated separately in accordance with the procedure in RULE 22.

RULE 24.

No motion may be withdrawn if an amendment to it is under discussion or has been adopted, unless such amendment is also withdrawn.

RULE 25.

Any representative may move at any time the suspension or adjournment of the Meeting, the adjournment of the debate on any question, the deferment of discussion of an item, or the closure of the debate on an item. After such a motion has been made and explained by its proposer, only one speaker shall be allowed to speak in opposition to it, and no further speeches shall be made in its support before a vote is taken. Additional speeches on such a motion may be allowed at the discretion of the Presiding Officer, who shall decide the priority of recognition.

RULE 26.

Subject to the provisions of RULE 20, the following motions shall have priority over all other motions, and shall be taken in the following order:

- a. To suspend the General Meeting;
- b. To adjourn the General Meeting;
- c. To adjourn the debate on an item;
- d. To defer the debate on an item;
- e. To close the debate on an item.

These motions shall be carried by a simple majority vote of those Members registered and present at the General Meeting.

RULE 27.

Re-opening at the same General Meeting of any matter already voted upon at such Meeting shall require a majority of votes cast. Permission to speak on a motion to re-open shall be accorded only to the proposer and to one speaker in opposition, after which it shall be immediately put to a vote; when a larger number of speeches is allowed by the Presiding Officer, priority of recognition shall be given to the leading participants in the debate affected by the motion or in the sponsorship of or opposition to the proposal that would be affected. Speeches on a motion to re-open shall be limited in content to matters bearing directly on the justification of re-opening. Discussion of the substance of the question at issue will be in order only if, and after, the motion to re-open prevails.

SECTION VII – Voting

RULE 28.

Each Member entitled to vote shall have one vote to be cast by a duly authorized representative.

RULE 29.

Neither the AGM President nor the Board Chair shall be prevented from casting a vote as a representative of his or her airline, by reason only of acting as Presiding Officer.

RULE 30.

At each General Meeting, unless otherwise required by law or the Articles of Association, all matters shall be decided by a majority of the votes duly cast and no person shall be allowed a second or casting vote.

RULE 31.

- a) If there is no objection, the Presiding Officer may declare that a proposal has been accepted or that a motion has been carried. If there is objection, the question shall be decided by a show of hands except when a roll call or a secret ballot is required as provided in this RULE 31. On a show of hands or under any equivalent electronic voting system, every Member represented at the General Meeting and entitled to vote shall have one vote.
- b) The Presiding Officer or any Member represented and entitled to vote may request a roll call or a secret ballot, provided that no roll call or secret ballot shall be taken without the approval of a simple majority of the General Meeting.
- c) A declaration by the Presiding Officer entered in the report of the proceedings of the General Meeting that:
 - i.) a proposal has been accepted or rejected, or
 - ii.) a motion has been carried, carried by a particular majority, or not carried, shall be conclusive evidence of the fact. No proof of the number of the votes recorded in favour of or against such decision is required unless the vote is taken by a roll call or secret ballot.

RULE 32.

A demand for a secret ballot may be withdrawn at any time before taking the ballot. The Secretary shall count the ballots and advise the General Meeting of the results.

RULE 33.

If a secret ballot is duly requested, such ballot shall be taken either at once or after an interval or adjournment as the Presiding Officer with the consent of the General Meeting shall direct. The result of such secret ballot shall be deemed to be the decision of the General Meeting.

RULE 34.

If a Member abstains from voting on a question, its abstention shall not be counted as a vote duly cast. A blank or improperly marked ballot shall be considered as an abstention.

RULE 35.

A vote on any motion or amendment shall be postponed upon request of any representative until copies of the motion have been made available to all Members present, unless postponement is objected to and such objection is supported by a majority.

RULE 36.

In the event of a tie vote, a second vote on the motion concerned shall be taken during the same session, unless the General Meeting otherwise decides. The motion shall be considered lost unless there is a majority in favour on this second vote.

SECTION VIII — Amendment of the Rules of Procedure

RULE 37.

These Rules, or any portion of these Rules, may be amended or suspended, at any time by a majority vote of those registered and present at the General Meeting. Any amendment to these Rules will only take effect at the close of the General Meeting at which that amendment is decided, unless otherwise specifically decided by that General Meeting.

RULE 38.

All definitions contained in the Articles of Association shall apply to these Rules.

In the event of a conflict between these Rules and the Articles of Association, the Articles of Association shall prevail.