

**FRAMEWORK
OF
THE US-INDIA AVIATION COOPERATION PROGRAM (ACP)**

(Revision 3: 27 May 2009)

PREAMBLE

This framework of the US-India Aviation Cooperation Program (here after: ACP) is adopted by the Founding Committee* as of 30 October 2007, pursuant to the signing of a Memorandum of Understanding (MOU) between US Trade and Development Agency (USTDA) and the Ministry of Civil Aviation of India, on June 21st, 2007.

NAME

This program shall be known as the US-India Aviation Cooperation Program (ACP).

OBJECTIVE

The objective of this program is to facilitate U.S aviation-related government agencies and companies with interest in Indian civil aviation to coordinate activities in dealing with Indian government, industry, and public, so as to enable US stakeholders to be more effective in promoting collaboration and delivering assistance to India. Specific activities include, but are not limited to:

- increasing awareness of, and facilitate access to, U.S. technology & application to assist India's aviation growth;
- promoting close cooperation in aviation safety and regulatory activities;
- providing training and technical cooperation towards excellence in aviation operations;
- enhancing safe operations and excellence in management; and
- enlarging membership.

The ACP will achieve these ends through execution of Projects relating to Indian civilian aviation. These projects will include ACP Members, and as applicable, entities within India.

* Founding Committee is subsequently defined under ACP Structure

MEMBERSHIP

Types of Membership

1. Public Membership

Public Membership shall mean membership of public sector agencies of the United States including, but are not limited, to: USTDA, US Federal Aviation Administration (FAA), US and Foreign Commercial Service, and the US State Department. Public Membership shall be determined by consensus among the USDTA and FAA. A complete list of the Public Membership agencies is included in Attachment 1. Public members will not be required to contribute membership dues to the ACP, nor will they have voting rights in ACP decisions.

The ACP will have a Host Agency which will be an Indian entity under which the ACP will be formed and operate. The ACP Host Agency will also be a public member of the ACP.

2. Corporate Membership

Corporate Membership shall mean membership of any corporation, partnership, subsidiary, or other legal entity that becomes a member of ACP. Corporate Members shall contribute a non-refundable membership fee to the ACP for each calendar year, stipulated in Attachment 2. The membership fee will be prescribed from time-to-time by the ACP Board.[†] In-kind contributions are expected for Projects and will not be accepted in lieu of membership fees.

Subsidiaries of existing Corporate Members may join in their own right, subject to following rules for determination of membership and individual payment of dues.

All Corporate Members will become affiliated with (e.g., join) the Host Agency as a prerequisite to maintaining ACP membership.

Determination of Membership

The acceptability of any applicant for membership in ACP shall be determined by majority vote of the ACP Board, which shall notify all applicants in writing of its decisions as soon as practicable following receipt of properly completed applications and required supporting documentation, Attachment 2. In general, Corporate Members must be US companies with products and/or services in the aerospace domain and a keen interest in Indian commercial aviation.

The ACP Board shall have the right, at its sole discretion upon the written request of any applicant, to review and sustain or overturn any application.

Under unique and exceptional circumstances, the Board has the right to suspend or terminate ACP membership by a two-third majority vote.

[†] ACP Board is subsequently defined under ACP Board

ACP STRUCTURE

The ACP will have a Founding Committee to establish and initiate the ACP. The Founding Committee is comprised of the FAA, TDA and following companies: American Airlines, Bell Helicopter, Boeing, Continental Airlines, General Electric, Honeywell, and Lockheed Martin.

The foundation of the ACP is the Corporate Members whose representatives will decide upon, and contribute to the execution of, ACP Projects. Corporate Members are listed in Attachment 1. This attachment will be updated periodically to reflect the current membership.

Oversight of the ACP will be through an Executive Committee consisting of: a corporate co-chair, a US Government co-chair, and a representative from the Host Agency. The corporate co-chair will be elected by the ACP Board on a bi-annual basis. The Executive Committee co-chairs are listed in Attachment 1.

The ACP shall also have a Secretariat to manage day-to-day operations and administration of the program. This Secretariat may consist of a Program Director, an Executive Director, and other personnel as appropriate and approved by majority vote of the Board.

The ACP Host Agency will be an Indian legal entity under which the ACP will be formed and operate. The ACP Host Agency is identified in Attachment 1.

ACP BOARD

Each Corporate and Public Member of ACP program shall designate one employee to be a member of the ACP Board. The ACP Board shall be responsible for all non-operational or non-administrative decision making of the ACP through a voting process. With a quorum of one third of the Board, once a majority vote of the Board passes a motion, it will be effective.

The Board will delegate day-to-day operational and administrative decision making to an appropriate member of the Secretariat.

Voting Rights

1. Non-Voting Memberships

Board members representing agencies under the Public Membership are non-voting members.

2. Single-Voting Memberships

Board members representing Corporate Members will have one vote each and must be present at ACP meetings to exercise their vote. When a Board member will be absent from a meeting, s/he may designate other personnel from their respective company to participate and vote.

Board Meetings

Board Meetings will be held monthly and the Program Director shall decide upon the specific day, time, and place of the meeting. The Program Director may also cancel a monthly meeting if appropriate.

The purposes of Board meetings shall be to:

1. review the periodic report from the Program Director;
2. review and disposition Project proposals; and
3. address other issues, preferably presented to Board members before the meeting.

DETERMINATION OF SUITABLE PROPOSALS

The acceptability of any proposal shall be determined by the Board based on the following guidelines:

1. meeting the priorities of both Indian stakeholders and ACP members;
2. satisfying the basic requirements of the grant-making agency involved, if applicable; and
3. benefiting multiple ACP members.

CONFIDENTIALITY

It is understood that Information shared and topics discussed during meetings of the ACP Board shall be considered confidential. Attachment 3 contains a Confidentiality agreement required by all ACP members.

AMMENDMENTS TO THESE BYLAWS

These bylaws may be amended by two-thirds majority vote of the Board.

ATTACHMENT 1

US-INDIA AVIATION COOPERATION PROGRAM (ACP) MEMBERSHIP

Effective Date: May 2009

Public Membership

US Federal Aviation Administration	US and Foreign Commercial Service
US Trade and Development Agency	US State Department

Corporate Members

Vaughan College	XXX
Hi-tec	XXX
WCG	XXX
MITRE Corporation	
Cessna (Textron) India	
Metron Aviation	
Ricondo & Associates	
Heico Aerospace	
Moog Motion Controls Pvt. Ltd.	
Bell Helicopter India	
GE India Ltd.	
Honeywell	
Goodrich	
Boeing	

Executive Committee

US Government Co-Chair:	Federal Aviation Administration
Industry Co-Chair:	Boeing

ACP Host Agency

Indo American Chamber of Commerce (IACC)

ATTACHMENT 2

US-INDIA AVIATION COOPERATION PROGRAM (ACP) APPLICATION AND ACKNOWLEDGEMENT FORM

Corporate membership dues will be in accordance with the following tiered structure:

Annual Revenues (year preceding membership)	Annual Dues
Greater than \$22 Million	\$6,000
Between \$22 and 6 Million	\$3,000
Less than \$ 6 Mullion	\$1,500

All amounts in US Dollars

_____ (the Company) hereby applied for membership in the US-India Aviation Cooperation Program (ACP) pursuant to the ACP Framework Agreement.

- Enclosed is a check for US\$_____ for the annual dues for calendar year 2008 payable to IACC-ACP
- The Company is a member of the Indian American Chamber of Commerce (IACC)
- The company meets the criteria for membership as set forth in he ACP Framework Agreement

Company Representative
(sign/name/date)

IACC acknowledges that the Company is an IACC member.

IACC Representative
(sign/name/date)

The Company is accepted as a member of the ACP for calendar year 2008.

ACP Co-Chair or Program Director
(sign/name/date)

ATTACHMENT 3

CONFIDENTIALITY

Information shared and topics discussed during meetings of the ACP Board shall be considered confidential between members of the ACP Board. Such confidential information shall not be disclosed by the receiving party to any third party, unless required by applicable law, without the express written consent of a member from the ACP Executive Committee.

The restrictions on the use or disclosure of confidential information shall not apply to any information generally available to the public or to information received in good faith from a third party without restriction.

Company Representative
(sign/name/date)