



EUROPEAIRSPORTS

EUROPE AIR SPORTS

Statutes as of 2006

STATUTES EUROPE AIR SPORTS

ASSOCIATION

Article 1 Name and seat

The association bears the name: EUROPE AIR SPORTS, hereafter also to be referred to as "the Association", and has its seat in the Hague, The Netherlands. In addition the secretarial office may be located elsewhere, however only in a European country.

Article 2 Object

The object of the Association is: to support all airports in Europe, in particular it aims to achieve a suitable regulatory environment in consultation with all European regulatory Authorities for the well-being and promotion of airports in Europe.

The Association will pursue its object as an independent self-governing, non-profit organisation and it will seek, in particular, to have a close relation with the Fédération Aéronautique Internationale (FAI)

Article 3 Financial means

The financial means of the Association consist of the Membership fees, of acquisitions in consequence of inheritance, gifts or legacies, of subsidies and of all other assets acquired by the Association in a legal way.

Article 4 Membership

1. Full Membership is open to national airport organisations that are members of the FAI and whose countries are members of the European Civil Aviation Conference (ECAC) and to European organisations representing air sports organisations in Member countries, provided they subscribe to the objects as stated in article 2 .
2. Associate Membership is open to organisations concerned with air sports and not (fully) complying with the conditions for Full Membership.
3. Supporting Membership is open to organisations sympathetic with air sports and giving factual support to the Association. A Supporting Member is not a member according to Dutch law since it has no vote (art. 15.3).
4. The General Meeting shall decide on the admission of Members on recommendation of the Board.

Article 5 The register

The Board will keep a register stating the names and addresses of all members.

Article 6 Liability

The Members will not be liable for the commitments of the Association.

Article 7 Termination of Membership

Membership will terminate as a result of:

1. written notice of termination by the Member; such a notice shall be given by registered mail not less than two months before the end of the calendar year.
2. written notice of termination by the Board in case the General Meeting has decided that the Association cannot be demanded in reason to allow continuation of the Membership.
3. expulsion by the General Meeting; an expulsion can only be pronounced if a Member acts contrary to the Statutes, by-laws or decisions of the Association or in case the Member injures the Association in an unreasonable way.

Article 8 Rights and obligations

1. The Membership fees due by the members for all classes of Membership will annually be determined by the General Meeting. Levels may be graded, taking into account the FAI classification.
2. If the Membership fee has not been paid by a Member before a time-limit established by the General Meeting, this Member will be suspended from his rights until he has paid his fee or article.7.3 has been executed.

Article 9 Board

1. The Board is elected by the General Meeting and consists of at least a President, a first and a second Vice-President and a Treasurer-General.
The Board may appoint a Secretary-General who will assist the Board and attend Board meetings, but does not have a vote.
2. Board members will be appointed, suspended and discharged by the General Meeting.
3. The Board is still entitled to act, even in case of vacancy(ies) existing. However, vacancy(ies) shall be filled at the first General Meeting after the vacancy(ies) came about.
4. When elected, the President must cease to represent his national or European airport organisation in the Association and another representative of that organisation may be appointed.
5. Candidates for election may be nominated by the Board and by full or associate Members. All nominations shall be announced in the convening notice for the General Meeting. If no nominations have been made, the Meeting will be free in its choice.

Article 10

1. Every Board member may be discharged or suspended by the General Meeting at any time. A suspension, not followed within three months by a resolution of the General Meeting to discharge the Board member, will lapse by expiry of said period.
2. The term of office for Board members will be three years; they will go out by rotation in accordance with a roster drawn up by the Board. An out-going Board member may be re-elected; he who has been appointed intermediately to fill a vacancy, will take the place of his predecessor on the roster.
3. Moreover, membership of the Board will end:
 - a. when the Board member's national or European airport organisation terminates its Membership of the Association;
 - b. by voluntary resignation.

Article 11

1. The Association will be represented by the Board and by the President (and in case of his absence by a Vice-President) together with another member of the Board or the Secretary-General.
2. Subject to the approval of the General Meeting, the Board will be entitled to conclude agreements for the purchase, alienation or encumbrance of register goods, to conclude agreements in which the Association binds itself as surety or as several co-debtor, answers for a third party or binds itself as security for a debt of a third party.
The lack of said approval cannot be invoked by or against third parties.
3. The Board also requires the approval of the General Meeting for the following resolutions:
 - I. to enter into legal acts and to make investments exceeding an annual amount or value to be determined by the General Meeting without prejudice to the provisions under II;
 - II. a. to hire, let out and to acquire and grant the use or enjoyment of register goods in another way;
 - b. to enter into agreements in which the Association is granted a bank credit;
 - c. to furnish and to raise moneys on loan, which will be understood not to include the use of a bank credit granted to the Association;
 - d. to enter into compromises;
 - e. to litigate including the conduct of arbitral proceedings except, however, the taking of conservatory measures and the taking of legal measures which admit of no delay;
 - f. to conclude and amend contracts of employment.

The lack of approval cannot be invoked by or against third parties.

Article 12 Board meeting

1. The President will determine where and when a Board meeting will be held. He shall call a Board meeting at the request of at least two Board members.
2. The President will make out the agenda. He shall place a certain subject on the agenda at the request of at least two Board members.
3. The President has the right to close the deliberations on a subject being discussed unless the Board decides otherwise.
4. a Board meeting can only take valid decisions if not less than 50 % of the members are present.
5. In case of a tie the President has a casting vote.

Article 13 Annual report, rendering of account

1. The Association year coincides with the calendar year.
2. The Board shall make any such annotations of the capital position of the Association that its rights and obligations can at any time be derived therefrom.
3. In a General Meeting within six months after the end of the Association year, apart from extension of this period by the General Meeting, the Board shall submit its annual report and, upon production of a balance sheet and a list of receipts and expenditure, shall render account on the management conducted during the past financial year.

After expiry of this time each Member may demand in court for the Board to render account.

4. Unless the Board has decided that the Board's account is audited by a chartered auditor, the Annual General Meeting will appoint from among the Member representatives an auditing committee of at least two persons, not being members of the Board. The committee will audit the Board's account and will report its findings to the General Meeting.
5. The Board shall provide the committee with any information desired by it, and if desired, shall show the cash and the values to the committee and shall allow it to inspect the accounting records and vouchers of the Association.
6. The Board shall keep the vouchers referred to in paragraphs 2 and 3 during a period of seven years.

Article 14 General Meeting

1. Annually, before the first of July, a General Meeting will be held (Annual General Meeting).
2. Moreover, General Meetings will be held whenever deemed desirable by the President or by two members of the Board.
3. All Member representatives have access to the General Meeting and are entitled to address the meeting and to make proposals.
4. The meeting will decide on granting access to the meeting to persons other than those referred to in paragraph 14 (3).

Article 15

1. Full Members have each a number of votes taking into account the FAI classification bands with a minimum of 1 vote for Members who represent less than 1000 air sport persons and with a maximum of 8 votes for Members who represent more than 100.000 air sport persons.
2. Associate Members have one vote each.
3. Supporting Members have no vote.
4. A Member representative may have his vote(s) cast by another full or associate Member representative, authorized to this effect in writing. However, no representative may carry more than one such authorization.

Article 16

1. The Board will convene General Meetings by written notification to the Members to the addresses laid down in the register, at least twenty-eight days in advance, not including the day of convoking and that of the meeting.
2. The items to be considered at the Annual General Meeting will i.a. include:
 - a. election of Board members;
 - b. annual report of the Board on the past financial year;
 - c. rendering of account by the Board on the management conducted during the past financial year;
 - d. report of the auditing committee or chartered auditor;
 - e. discharge from liability and if applicable, appointment of the auditing committee.
 - f. determination of the budget for the following year.

- g. determination of the amount referred to in article 11 under 3 l;
3. The General Meeting will be presided over by the President or a Vice-President. If no Board member is present to take the chair, the meeting itself will designate a president.
4. The Secretary General or another person designated for this purpose by the president of the meeting will keep the minutes of the proceedings of every meeting, which minutes will be confirmed and signed by the president and the person keeping the minutes. The persons convening the meeting may have a notarial record of the proceedings made out. The Members will be informed of the text of the minutes or of the notarial record.

Article 17

1. Unless otherwise determined by the Statutes or the law, all resolutions of the General Meeting will be passed by the majority of the votes cast.
2. In the case of a tied vote on a proposal, the proposal has been rejected.
3. All votes will be cast orally, unless the president deems the casting of votes in writing desirable or whenever this is requested by one of the persons entitled to cast votes. Votes will be cast in writing by means of unsigned closed ballot papers. Resolutions may be passed by acclamation unless a person entitled to vote, calls for a poll.
4. The president's judgment at the meeting that a decision has passed shall be conclusive. The same applies to the substance of a resolution passed as far as votes were cast on a proposal not laid down in writing.

Article 18 Committees, and officers

1. The General Meeting and the Board may establish committees, and appoint officers whose tasks and powers shall be determined upon their establishment.
2. Each Member is entitled to appoint an expert representative on each of the committees.
3. A chairperson of a committee shall be confirmed in his position by the members of the committee.
4. Discharges of committees, , and officers may be proposed by the Board, but shall be confirmed by a General Meeting.
5. The General Meeting may recognize a European organisation representing an airport, as its committee as meant in article 18.1 provided this organisation has been admitted as a full or associate Member.

Article 19 Amendment of the Statutes

1. The Statutes of the Association may only be amended by means of a resolution of the General Meeting; this meeting shall be convened in accordance with the provisions of article 16. The convening notice shall contain the draft text of the amendment.
2. A resolution to amend the Statutes shall be passed by at least two-thirds of the votes cast in a meeting in which at least fifty percent of the total number of the votes pertaining to the full and associate Members is represented. If fifty percent of the votes pertaining to the full and associate Members are not represented, a second meeting shall be convened and held within four weeks thereafter, in which a resolution may be passed on the proposal brought up for discussion in the previous meeting,

regardless of the number of Members represented, provided this is done by a majority of at least two-thirds of the votes cast.

3. An amendment of the Statutes shall take effect only after it has been laid down in a notarial deed. Every Board member is authorized to have the deed passed.

Article 20 Dissolution

1. The Association shall be dissolved by means of a resolution of the General Meeting. The provisions of paragraph 1 and 2 of the preceding article are applicable correspondingly.
2. In case of dissolution of the Association the General Meeting shall decide on the destination of the liquidation balance.

Article 21 Bylaws

1. The General Meeting may establish by-laws.
2. The by-laws shall not be contrary to the Statutes.

Article 22

All differences shall be solved in accordance with the law of the Netherlands. These Statutes are drawn up and executed in the Dutch language, which shall be conclusive in case of interpretations.

Article 23

All matters not foreseen in these Statutes shall be decided by the Board.

As approved at the General Meeting, held on 25 March 2006 in Cologne, Germany.

Ref: S6019

Embodied by notarial deed on 29 March 1995 in the Netherlands and registered at the Chambre of Commerce in The Hague under registration number 40413467.

(This is a translation from the Dutch language)