

## *Articles of Association*

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**2008**  
**EUROPEAN BUSINESS AVIATION ASSOCIATION**  
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## **EUROPEAN BUSINESS AVIATION ASSOCIATION**

abbreviated as **E.B.A.A.**

INTERNATIONAL ASSOCIATION

Avenue de Tervuren 13 a-b / Box 5

BE- 1040 Brussels, Belgium

Identification number 4183/87 – Registration number: 0425 678 758

### **NAME - HEAD OFFICE -PURPOSE**

#### **Article 1 - Name**

The name of the International non-profit-making Association is European Business Aviation Association, abbreviated as E.B.A.A., hereafter called "the Association".

The Association is subject to the clauses in title III of the Belgian Law June, 27 1921 on non-profit-making Associations, International non-profit-making Associations and foundations.

#### **Article 2 - Head Office**

The Association's registered office is at the following address:

Avenue de Tervuren 13a-13b

1040 Brussels (under the jurisdiction of Brussels), Belgium

By decision of the Board of Directors the Association's Head Office can be transferred to any location within the Flemish or the Brussels Capital Area; any other transfer of the seat requires an amendment of the Articles of Association. A change of the registered seat must be published in the annex to the "Belgisch Staatsblad/Moniteur Belge" within a month after its deposition.

#### **Article 3 - Purpose**

The Association's non profit purpose of international use is the following: studying all problems concerning aviation, in particular those related to

- National and international business aviation;
- Gaining official and public recognition that the use of business aircraft is beneficial for the economy and welfare of both Europe as a whole and the different countries involved.

The activities it proposes in order to achieve this goal are the following:

- collecting data, making surveys and studying all aspects and developments of business aviation for use and benefit of the Members;
- acting as a channel through which individual members can share the experience of others;

- providing information to members at regular intervals via "Members bulletin", Newsletters, Intelligence reports and other media, including the internet;
- developing and pursuing a collective member viewpoint relating to the problems and needs of business aviation;
- establishing and maintaining contacts with all relevant national and international authorities and bodies that might influence efficient use and safe operation of business aircraft and on the growth possibilities for this section of air transport;
- promoting and safeguarding the interests of operators and users of business aircraft and their supporting services in respect of legislation, operations and access to airports and airspace;
- co-operating with manufacturers, suppliers and service providers in order to improve and facilitate safe, efficient and economic operation of business aircraft;
- maintaining contacts and exchanging data with similar organisations - in and outside Europe - in order to co-ordinate common interests and collaborate on a temporary or permanent basis;
- supporting the work of the International Civil Aviation Organisation (ICAO), in particular through membership of the International Business Aviation Council, Ltd (IBAC);
- giving comprehensive information to all media in order to secure a good public and official image of business aviation;
- organising conferences, workshops, seminars, forums or conventions focusing on business aviation and related subjects;
- publishing brochures, directories, studies and other information for promotion of the interests of business aviation.

## **MEMBERSHIP**

### **Article 4 – Members / Categories**

Membership of the Association is open to Belgians and non Belgians. It is composed of natural persons and persons legally established according to the laws and uses of the state to which they belong.

The Association shall consist of four categories of Members: Full Members, Associate Members, Affiliate Members and Honorary Members.

Only Full Members have the right to vote at the General Meetings of Members.

#### **1. Full Members**

- a. ***Private Operators*** carrying out a trade and operating aircraft for the purpose of business travel in connection with that trade;
- b. ***Commercial Operators*** managing business aircraft on behalf of their owners and/or carrying on trade in which they provide (one or more) aircraft on a commercial basis for the purpose of business trips for other companies;  
These members (operators) have one vote in the General Assembly and they pay an annual fee not exceeding 3.500 Euro, as laid down by the General Assembly on proposal of the Governing Board

- c. **National Associations** representing Private and/or Commercial Operators as referred to above.

These members (National Associations) have one vote in the General Assembly and they pay an annual fee not exceeding 65 Euro for each member of their Association who is not already a member of the EBAA, as laid down by the General Assembly on proposal of the Governing Board.

## **2. Associate Members**

Companies or similar organizations concerned with the manufacture or the provision of services to Commercial and Private business aircraft operators and natural or legal persons not belonging to the categories of membership described under 1. and 3.

These members (Associate Members) may participate in the General Assembly, but they have no right to vote and they pay an annual fee not exceeding 2.000 Euro as laid down by the General Assembly as proposed by the Governing Board.

## **3. Affiliate Members**

Associations and similar bodies that share the objectives of the Association and wish to support it only for idealistic motives.

These members may participate in the General Assembly, but they have no right to vote and they pay no fee.

## **4. Honorary Members**

Individuals who have distinguished themselves in aviation.

These members may participate in the General Assembly, they have an advisory vote in it and they pay no fee.

***Membership implies the acceptance of these Articles.***

***The Association must not have fewer than four members.***

## **Article 5 - Entry**

Applications for membership shall be directed in writing to the Board of Governors.

The Board of Governors investigates the applications and has the supreme power of decision by simple majority of its members present or legally represented, concerning the admission of members at its next meeting. The decision of the Board is communicated in writing to the applicant.

Honorary Members can only be appointed if they are nominated by the Governing Board and elected by the General Assembly on criteria established by the Governing Board.

## **Article 6 – Termination of Membership**

Membership takes an end:

- by resignation of the member;
- by death in the case of a natural person and by dissolution in case of a legal person;
- by dismissal.

Any Full, Associated, Affiliated, or Honorary Member may submit his written resignation to the Association's Secretariat at any time after having settled his debts with the Association; the resignation will be effective one month after receipt of the resignation request.

Any member not having paid his annual fee, after having received three reminders, will be considered as resigned.

The dismissal of a Full, Associated, Affiliated, Honorary Member can only be pronounced by two thirds of the votes present or represented in the General Assembly and on proposal of the Board of Governors. The member concerned must not participate in the voting. The Board of Governors can propose a dismissal in case a member no longer fulfills his obligations toward the Association, or acts against the interest of the Association or in case a majority of the General Assembly requests a dismissal for a serious reason; the member concerned must previously be informed and heard by the Governing Board.

The resigning or dismissed member and the heirs or rightful claimants of a deceased member are not entitled to claim property of the Association nor any refund of amounts or contributions previously paid to the Association.

## **THE EXECUTIVE BODY (GENERAL ASSEMBLY)**

### **Article 7**

#### **7.1 Powers of the General Assembly**

Following matters belong to the sole power of the General Executive Body, hereafter called General Assembly:

- a) approval of the annual report;
- b) fixing of the maximum yearly fee for each category of members;
- c) discussing and approval of the budget and the annual accounts;
- d) determining of the number of governors;
- e) appointing and dismissing of governors and, if applicable of commissioners;
- f) confirmation of co-opted Governors for their remaining term;
- g) appointing the President;
- h) discharge of the Governors and, if applicable, of the Commissioners;
- i) exclusion of a member;
- j) amendments of the Articles of Association;
- k) voluntary dissolution of the Association;
- l) approval of internal rules as elaborated by the Board of Governors;

- m) approval of the acts mentioned in article 8.1;
- n) settlement of conflicts.

## **7.2 Composition of the General Assembly**

The General Assembly is composed of all members. Only Full Members have a right to vote and have one vote each in the General Assembly. Honorary Members may take part in the Assembly with an advisory vote.

## **7.3 Meeting and Convocation of the General Assembly**

The yearly General Assembly is summoned by the Board of Governors within four months following the end of the financial year which is concluded on December, 31.

The General Assembly is held under the presidency of the Board of Governor's Chairman and takes place at the registered office or at any other location mentioned in the convocation.

The summons is done by letter, fax, electronic mail or any other means of communication. The convocation is sent at least twenty-one days before the meeting and includes the agenda of the day.

Additional General Assemblies may be summoned by the Board of Governors or by written request of one fifth of all full members.

## **7.4 Decision making**

Deliberation of the General Assembly is valid if one third of all full members is present or represented, unless otherwise provided by law or by present Articles.

Each full member may be represented at the General Assembly by the Chairman or by any other Full Member, provided he has a specific written proxy. Each person acting as proxy may not possess more than ten proxies.

No decision can be made on matters not mentioned on the Agenda, unless not less than one third of all full members agree to it.

Except for cases mentioned in these articles, all decisions are taken by simple majority of all full members present and represented. In case of equality of votes the proposition will be defeated.

The minutes of the General Assembly are taken by the Secretary of the Association, hereinafter termed the Chief Executive Officer, or in case he/she is not present, by a person designated by the Chairman of the Assembly.

A register is kept containing a record of the decisions made by the General Assembly including an exact description of the discussions and of all motions passed. They are confirmed, with or without amendments during that or the next General Assembly and signed by the Chairman and the Chief Executive Officer at that meeting. The register remains at the members' disposal at the registered office of the Association. All members are informed in writing (by mail, e-mail or fax) of the decisions taken.

## **MANAGEMENT BODY (BOARD OF GOVERNORS)**

### **Article 8**

#### **8.1 Powers of the Board of Governors**

The management body, hereafter called the Board of Governors is the ultimate authority with regard to the management of the Association.

For this purpose, the Board of Governors establishes policies, sets priorities, issues instructions regarding administration and secures adequate means so that the common objectives of the Association will be attained.

The Board of Governors enjoys all powers except in the following acts where approval of a General Meeting is required:

- a) the acquisition, alienation and maintaining of real properties;
- b) the unusual and / or long term hiring and letting of real properties;
- c) the borrowing and lending of an unusual and substantial amount of money;
- d) the negotiation of mortgages or otherwise, entering into alliance for the debt of others;
- e) the granting of pension to, or establishing pension schemes for personnel;
- f) the taking of legal actions, with the exception of taking legal measures that cannot suffer postponement or those that are of purely routine nature.

The Board of Governors elects, when first assembling after appointment, one of its Members as Chairman and another Member as Treasurer. Furthermore the Board of Governors can elect other Officers from Board Members or other Full Members.

It shall have the authority to establish Committees to be entrusted with the study of specific problems. The Board of Governors can also appoint its members or other Full Members to other duties. It can, furthermore, nominate members or others as representatives assigned to specific tasks.

#### **8.2 Composition of the Board of Governors**

The Association is managed by a Board of Governors composed of not fewer than three members.

The Annual General Assembly determines the number of Board members and elects them from among the nominated candidates, who must be Full Members, according to the procedure of voting about persons.

The Members of the Board shall reflect in an adequate manner the number of private and commercial operators.

Each Full Member as described in article 4.1c/ above can nominate one representative among its own members who must be an aircraft operator and who, on election by the General Assembly and being a Member of the Board, will have one vote. The participation in the Board of Governors meetings of these ex-

officio representatives has no bearing on the numbers or proportion mentioned in part 1, 2 and 3 of article 8.2 of these articles.

Elected membership of the Board of Governors ends with the Annual General Meeting in the third year following that of election. A Board Member can be re-elected.

A mandate also takes an end through death, resignation or dismissal. In the event of a vacancy during a term of office, the Board of Governors can co-opt a new member who will fulfil the term of office of his predecessor.

Board Members can be dismissed by the General Assembly, who will need two thirds of the members present or represented, to take the decision.

A Board Member may resign if the resignation is notified by registered letter to the Chairman of the Board of Governors; he/she must continue to fulfil his/her duties until a reasonable replacement can be supplied.

If any Board Member is prevented from attending a meeting, the Full Member may – with prior notification to the Secretary – nominate an Alternate.

Each Board Member or his alternate may also be accompanied by a colleague representative or – for a particular agenda item – by an expert; these accompanying persons have no vote.

All acts concerning the appointment, the dismissal or the resignation of Board Members, drawn up according to the law, will be published in the “Belgisch Staatsblad/Moniteur Belge” at the expense of the Association.

### **8.3 Meeting summons**

The Board of Governors meets whenever it is necessary and at least twice a year. The Chairman or the majority of the Board of Governor’s can plan a meeting at all times.

The notice for a meeting will be sent by letter, fax, electronic mail or any other means of communication at the latest fifteen calendar days before the meeting takes place. The summons will mention the location and the date of the meeting, as well as the matters on the agenda.

### **8.4 Decision making**

Deliberation of the Board of Governors is valid only if the majority of its members are present or represented. A member may be represented by another member, who may not possess more than two proxies. Decisions are taken by simple majority of members present and represented.

In case of equality of votes the proposition will be defeated

## **8.5 Register of the decisions taken by the Board of Governors**

The decisions are recorded in a register, signed by the Chairman of the Board of Governors and kept by the Secretary/Chief Executive Officer at the members' disposal at the registered office of the Association.

### **Article 9 – Liability of the Governors**

The Governors will not enter into an obligation because of their function; they are not personally liable for engagements taken by the International non-profit-making Association and their liability is restricted to the fulfilling of their mandate. They will exercise their office free of charge.

## **SECRETARY/CHIEF EXECUTIVE OFFICER**

### **Article 10**

The Board appoints a Secretary/Chief Executive Officer who irrespective of any additional titles used by him with Board approval, shall not be a Board Member. The Board of Governors determines in writing the conditions of his employment contract.

He shall be responsible in particular for the day-to-day management of the affairs of the Association and for carrying out the resolutions taken.

## **PRESIDENT**

### **Article 11**

The Board of Governors decides by simple majority on the nomination of a candidate for President.

The Annual General Meeting elects a President for a duration of three years and his mandate ends at the Annual General Assembly in the third year following the election, with the possibility of re-election.

The presidency can end prematurely through resignation or through dismissal by the General Assembly. In this case the majority of the Board of Governors nominates a new President who will be appointed by the next General Assembly.

### **Article 12**

The President will promote the interests of business aviation, in particular by contacts at high level, in other enterprises and in government bodies.

## **REPRESENTATION**

### **Article 13 – Representation of the Association with respect to Third Parties and in Court**

Acts binding the Association, others than acts of daily management, will be undersigned with the exception of special delegation of the Board of Governors either by the Chairman and the Secretary/Chief Executive Officer or by two Members of the Board acting together, who do not need to prove their power before a third party.

The Board of Governors acts in all actions in and outside court in the name of the Association, as pursuer or defendant and will be represented on that occasion by two of its Members or by its Chairman or by one of its Members indicated by the board in this case.

All acts concerning the appointment, the dismissal or the resignation of Board Members authorised to represent the International non-profit-making Association, drawn up according to the law, will be published in the "Belgisch Staatsblad/Moniteur Belge" at the expense of the Association.

## **BUDGET AND ANNUAL ACCOUNT**

### **Article 14**

The financial year of the Association starts on January, 1, and ends on December, 31, of each year.

According to article 53 of the law the annual account of the past financial year as well as the budget for the next financial year, will be drawn up every year by the Board of Governors and presented for approval to the General Assembly at its next meeting.

## **AMENDMENT TO THE ARTICLES –DISSOLUTION**

### **Article 15 - Amendment to the Articles**

Subject to the application of articles 50 § 3,55, and 56 of the law concerning the non-profit associations, the international non-profit Associations and the foundations, any proposal of a statutory amendment or of the dissolution of the Association, has to emanate from the Board of Governors or from at least two thirds of all Full Members of the Association.

The Board of Governors will advise the Members of such a proposal at least twenty-one days before the General Assembly where the matter will be discussed and it will inform the Members of the amendments proposed.

A statutory amendment requires a deliberation in which at least two thirds of all Members having a vote will be present or represented.

In case less than two thirds of all Members having a vote are present or represented at the first meeting, a second meeting can be called which can hold a valid deliberation and can decide as well as accept amendments, provided the majorities defined hereafter are respected - irrespective of the number of Members having a vote present or represented. The second meeting may not be held sooner than fourteen days after the first meeting.

An amendment is considered accepted if it is approved by a majority of two thirds of the votes of all Members present or represented. Only in case of statutory amendment in relation with the goal or the aims for which the Association was created, or with the dissolution of the Association, a majority of four fifths of all voting Members present or represented will be required.

Statutory amendments will take effect only after approval of the qualified authority according to article 50 § 3 of the law and after publication in the Annex of the "Belgisch Staatsblad/Moniteur Belge" according to article 51 § 3 of said law.

### **Article 16 – Dissolution of the Association**

The General Assembly determines the procedure of dissolution and settlement of the Association.

Net assets if any after the settlement will be due to a non-profit-making private legal person having a goal similar to that of the dissolved Association.

## **GENERAL REMARKS**

### **Article 17**

For anything not mentioned in the Articles above and in particular for the publications in the annexes of the "Belgisch Staatsblad/ Moniteur Belge", proceedings should be in accordance with the articles of Title III of Law, June, 27, 1921, concerning the non-profit-making Associations, international non-profit-making Associations and the foundations.

**END**

EBAA-AofA-EN-Final

Last revision: 15.03.2008

Published in the Belgian Official Journal on 12.08.2008