

Rules of Association



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EUROPEAN BUSINESS AVIATION ASSOCIATION
AISBL
Avenue de Tervuren, 13 a – Box 5
BE- 1040 Brussels, Belgium
Phone: +32 2 766 00 70 - Fax: +32 2 768 13 25
info@ebaa.org - www.ebaa.org

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VALUES OF THE ASSOCIATION

The Association promotes the interests and defends the rights of its Members. In so doing, the Association abides by the following values which should inspire the conduct of all its members:

- Promoting professionalism and safety within the Membership and the Business Aviation community;
- Fostering a safe and transparent environment which allows its Members to thrive and compete in the most appropriate way by striving to ensure that applicable legislation is uniformly and evenly applied by its members within the relevant countries (home country and countries served by the operation), so as to avoid distortions of competition based on differing interpretations of the relevant legislation at national or international level;
- Ensuring the proper recognition of Business Aviation as an integral part of the aviation industry and a vital European business;
- Adhering to the highest levels of fiscal and fiduciary responsibility; and
- Maintaining the highest ethical standards and best practices.

1. WORKING LANGUAGE OF THE ASSOCIATION

English is the working language of the Association, unless otherwise required under applicable law or unless otherwise decided in relation to specific events like national forums. All communications to the members as well as all decisions of the Board of Governors, the General Assembly, the AMAC or any other Committee or meeting shall be in the English language.

2. RULES

These Rules have been established, and may be amended from time to time, by the Board of Governors in compliance with the terms and conditions provided for in the Articles of Association.

These Rules are in addition and complete the provisions of the Articles of Association. In case of discrepancy between the provisions of these Rules and the Articles of Association, the Articles of Association shall prevail.

Each member of the Association shall accept and comply at all times with these Rules.

3. MEMBERSHIP

3.1. Membership Fees

The amount of the membership fee for any category of Members is determined from time to time by the Board of Governors acting as provided in the Articles of Association.

The membership fee of ECAC and Russian National Association is determined by the Board of Governors in accordance with the agreements concluded with the respective National Associations.

Affiliate Members and Honorary Members do not pay any membership fee.

3.2. Members' undertakings

By becoming a member of the Association, each Member declares to have read and accepted the Articles of Association of EBAA and these Rules and undertakes to conduct its business in compliance with the values of the Association as indicated in these Rules.

In particular, each Full Member declares and undertakes, at the time of joining the Association, and for the entire duration of its membership to:

- a) comply at all times with the obligations pertaining to the nature of its operations as they are described in the relevant legislation with respect to air transport as applicable in its principal place of business and in other countries where it operates;
- b) not to pursue or promote any activity that could be deemed to be contrary to the spirit of the above-mentioned legislation, and that would counter the values generally promoted by the free market; as applied universally, ignorance of the applicable laws does not excuse acts in breach of the relevant rules; and
- c) be a responsible member of the business aviation community and therefore bring full transparency to its undertakings and to adhere to the highest standards of safety and ethical behaviour, promptly reporting any suspected violations of the values of the Association.

Each Associate Member declares and undertakes, at the time of joining the Association, and for the entire duration of its membership to respect the engagements under letters (b) and (c) here above.

4. THE GENERAL ASSEMBLY

4.1. Role of the Chairman during a meeting of the General Assembly

When holding a General Assembly, the Chairman of the Board of Governors, or in his absence, the President or another Governor, takes the chair. The Chairman of a General Assembly can transfer the leadership of the meeting in whole or in part to another person.

The Chairman may admit observers or experts to attend all or part of the meeting of the General Assembly.

4.2. Participation and voting

Any person participating to the meeting of the General Assembly in the name and on behalf of a Full Member which is a legal entity (corporation, company, organisation, etc.) and claiming to represent such entity does so under his/her full responsibility. S/he is assumed to have received the relevant powers. Neither the Chairman or the other Governors or any other member of the Association shall have any obligation or liability to independently verify such powers.

A Member unable to attend personally but entitled to a vote can appoint any other Member as proxy. Any such proxy must be in writing and it must be shown to the Chairman before the beginning of the relevant meeting. Each person acting as proxy may not possess more than fifteen proxies.

At the beginning of each meeting of the General Assembly, the Chairman, or any person authorised by him, will explain the procedures and methods of voting at the relevant meeting.

If the budget of the association or the financial statements of the association are not approved by the General Assembly, the Board of Directors shall prepare a new budget or revised financial statements and convene a new General Assembly to decide on this matter as soon as possible.

5. THE BOARD OF GOVERNORS

5.1. General provisions

Except as provided in relation to the AMAC representative, only professionals who work for, or hold a professional function with, a ECAC or Russian Full Member may be elected, and continue to serve as Governor. They are appointed in their own name and not in the name of the relevant ECAC or Russian Full Member. However if one person working for, or holding a professional function with, one ECAC or Russian Full Member, is already sitting on the Board as Governor, no other person(s) working for, or holding

a professional function with, the same ECAC or Russian Full Member shall present himself or herself as candidates or hold a position as Governor.

The mandate of Governor is not remunerated and, unless decided otherwise for specific events, costs and expenses linked to such mandate (including travel costs and accommodation) are not reimbursed by the Association.

5.2. **Decision Making**

The Chairman of the Board or, in his absence, the President or the Treasurer shall moderate the discussion during the meetings of the Board of Governors also in consideration of the topics discussed, the number of Governors present or represented and the time available for the meeting.

Notwithstanding any majority needed to adopt any decision of the Board of Governors in accordance with the Articles of Association and these Rules, the Governors should use their best endeavours to reach unanimity or, if not possible, a high level of consensus on the decisions to be taken.

5.3. **Special functions**

The Board of Governors may delegate one or more Governors or third parties with specific tasks relating to the general needs of the Association or on a case by case basis in relation to specific needs.

The Board of Governors may select a President as indicated in the Articles of Association. If a President has been elected by the General Assembly, then s/he shall be entitled to participate to all meetings of the Board and the General Assembly.

The Board of Governors shall appoint:

- a) a chairman, who shall chair the meetings of the Board and the General Assembly. The Chairman shall drive the discussions of the Board and, in case of equality of votes, the vote of the Chairman shall be decisive. The Chairman supervises, and gives guidance to, the CEO and the President as to the decisions and instructions of the Board;
- b) a treasurer who shall be a Governor and shall be responsible for the keeping of a full and accurate account of all income and expenditure received, paid or incurred on account of the Association and s/he shall advise the Secretary where to deposit the relevant amounts in the name of the Association and to what extent the Governors or the Secretariat may operate the accounts; the treasurer acts under the instructions and the supervision of the Board of Governors to which it reports; and
- c) a secretary/CEO who shall report directly to the Chairman as well as any additional staff to act as Secretariat to the Secretary/CEO and to support him in his work for the Association.

The Board of Governors may at any time decide to give powers to one or more persons to execute fund transfers, payments and deposits. An extract of the minutes of the Board conferring such powers may be used as evidence of authorisation towards third parties such as banking institutions.

6. EXECUTIVE COMMITTEE (EXCOMM)

In accordance with the Articles of Association, the Board of Governors may delegate special functions to one or more persons or committee. In such cases, the Board of Governors shall determine and define the content of the conferred mission or function as well as its duration.

The Board of Governors has established the Executive Committee (ExComm). The following persons are members of the ExComm: the Chairman of the Association, the Treasurer, the President and one other member as chosen from time to time by the Board of Governors.

The ExComm has all the powers delegated to it by the Board of Governors from time to time. In particular, the ExComm does not have the power to replace the decision-making role of the Board of Governors unless there has been a specific delegation from the Board in that respect.

Therefore the role of the ExComm is to:

- a) Support the Secretariat in its day-to-day activity;
- b) Give strategic guidance to the Secretariat;
- c) Ensure the continuity of the decisions of the Board and the implementation of such decisions;
- d) Carry out any other specific task as delegated to the ExComm by the Board of Governors from time to time; and
- e) Give non-binding advices and suggestions to the Board of Governors on strategic issues that would then be decided by the Board.

The ExComm shall meet regularly and, in any event, it shall meet at least 6 times per calendar year.

7. ASSOCIATE MEMBERS ADVISORY COUNCIL (AMAC)

The Board of Governors has established the Associate Members Advisory Council. All Associate Members are members of AMAC.

The role of the AMAC is to:

- a) define the relationship among all segments of the membership and to recommend programs that would improve communications between those segments;
- b) advise the Board of Governors on areas of interest to the associate membership.

The members of AMAC elect their chairman and propose him/her for election at the next General Assembly. Upon nomination as Governor by the General Assembly, the chairman shall be a Governor of the Association in accordance with the terms and conditions applicable to all other Governors. The duration of the appointment as chairman of AMAC is three years, renewable.

The chairman of the AMAC reports to the Board of Governors. The Secretary and the Chairman of the Board of Governors may attend the meetings of the AMAC.

The chairman of the AMAC determines, from time to time, the functioning and internal rules of the AMAC.