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AMAC

Associate Members Advisory Council Charter

Approved by AMAC board 12/11/2020.

1. PREAMBLE

- 1.1 The European Business Aviation Association (**EBAA**) is a non-profit association active in the area of national and international business aviation with its seat in Brussels and its business address at Square de Meeûs, 37 in 1000 Brussels, Belgium.
- 1.2 Under Article 7 of the Rules of Association of the EBAA (**Rules**) the Board of Governors of the EBAA (**BoG**) has established a so called “Associate Members Advisory Council” (**AMAC**). All Associate Members of EBAA are members of the AMAC (**AMAC Members**). All AMAC Members must be current EBAA members in good standing with their EBAA membership fees. AMAC activities shall be made in full transparency with the EBAA.
- 1.3 The role of the AMAC is to:
 - a. define the relationship among all segments of its members and to recommend programs and activities to improve the communication between those segments;
 - b. advise the BoG on areas of interest to the AMAC Members and the business aviation industry;
 - c. serve AMAC Members by providing know-how and expertise; and
 - d. organize working groups around projects that benefit AMAC Members and the industry.
- 1.4 The AMAC Chairperson, having regard to the Rules and in particular Article 7. (*Associate Members Advisory Council (AMAC)*) thereof according to which the AMAC Chairperson determines, from time to time, the functioning and internal rules of AMAC, has adopted this version of the Charter on November 11th 2020 as follows:

2. GOVERNING BODIES & STRUCTURE OF THE AMAC

- 2.1 **GENERAL.** The AMAC’s bodies are (i) the AMAC Board, (ii) the AMAC Chairperson and (iii) the AMAC Sub-Committees. The AMAC bodies shall perform their duties in compliance with the provisions of statutory law, EBAA’s Articles of Association (**AoAs**), the Rules and this Charta.
- 2.2 **AMAC MEMBERS.** All Associate Members of the EBAA are AMAC Members. It is in the sole power of the AMAC Members to elect the AMAC Chairperson and to propose the AMAC Chairperson for election as Governor at the General Assembly of the EBAA.
- 2.3 **AMAC BOARD.** The AMAC Board shall advise and issue recommendations to the AMAC Members and the BoG on matters that impact the AMAC Membership. In particular the AMAC Board shall govern the activities carried out by the AMAC Members in the various Sub-Committees. The AMAC Board is composed of the Chairpersons of each of the Sub-Committees in place. The AMAC Chairperson chairs the AMAC Board.

- 2.4 **AMAC Chairperson.** The AMAC Chairperson chairs the AMAC Board, represents the AMAC at the EBAA and reports to the BoG. The AMAC Chairperson shall be a professional working for or holding a position with an AMAC Member, shall be a chair of an AMAC subcommittee, and shall represent the interests of the AMAC Members at the BoG.
- 2.5 **Sub-Committees.** The Sub-Committees shall advise and issue recommendations to the AMAC Board on matters concerning their industry of reference. Sub-Committees shall foster and monitor activities carried out by their members and shall support and monitor the work of their project groups. Sub-Committees are composed of delegates proposed by the AMAC Members, a Chairperson and a Vice-Chairperson.

3. The AMAC Members Meeting

- 3.1 **Composition.** All Associate Members of the EBAA are AMAC Members.
- 3.2 **Powers.** It is in the sole power of the AMAC Members meeting to elect the AMAC Chairperson and propose this Chairperson for election as Governor at the General Assembly of the EBAA.
- 3.3 **Convocation.** The annual meeting of the AMAC is summoned by the AMAC Board annually prior to the General Assembly of the EBAA. The annual meeting takes place at the EBAA's registered office or at any other location mentioned in the convocation. Additional meetings of the AMAC may be summoned by the AMAC Board or by written request to the AMAC Board together with an agenda of one fifth (1/5) of all AMAC Members. Meetings of the AMAC Members Council shall be held under the presidency of the AMAC Chairperson; or Vice-Chair in his or her absence.
- 3.4 The convocation of the AMAC Members meeting is made by letter, fax, electronic mail or any other means of written or electronic communication. The convocation shall be sent at least fourteen (14) days before the (annual) meeting and shall include an agenda. The convocation shall be sent to the postal address, fax-number, electronic mail or other address of each AMAC member as specified in the then up-to-date list of AMAC Members.
- 3.5 **Decisions.** Each AMAC Member may be represented by the AMAC Chairperson or another AMAC Member by written proxy. Members may also participate at a meeting by means of telecommunication technologies which allow collective decision making, such as tele- or videoconferencing. Members participating in the meeting by such means of telecommunication (if available) shall be considered to be present at the meeting. Decisions are taken by simple majority of all AMAC Members present or represented at a meeting. Each AMAC Member has one vote.

4. The AMAC Board

- 4.1 **Composition.** The AMAC Board is composed of the AMAC Sub-Committee Chairpersons. It is chaired by the AMAC Chairperson or Vice-Chair in his or her absence.
- 4.2 **Comprehensive Powers.** The AMAC Board enjoys all powers except those that are attributed to the AMAC Members by this Charter. For this purpose, the AMAC Board establishes policies, sets priorities, issues instructions regarding administration and tries to secure adequate, inclusive of financial means so that the common objectives of the AMAC can be attained.
- 4.3 The AMAC Board shall:
- a. define the mission and the strategic guidelines of the AMAC and its Sub-Committees;
 - b. approve the projects proposed by Sub-Committees;
 - c. propose actions and formulate requests to the BoG – also on budgets for projects or work done or any other funding that may be required for any of the Sub-Committees.
- 4.4 The AMAC Board shall have the authority to establish non-permanent Sub-Committees and to determine their mission. Upon request of a Sub-Committee Chairperson the AMAC Board shall further have the authority to approve certain projects of a Sub-Committee, prior to approval by the EBAA board and secretariat. The Board may also appoint any of its members to other duties. It can, furthermore, nominate members or others as representatives assigned to specific tasks.
- 4.5 Upon the AMAC Chairperson's approval AMAC Board members may invite third party experts (who are not current members of EBAA) to join particular AMAC Board meetings unless such expertise is evidently available from the EBAA members.
- 4.6 **Convocation.** The AMAC Board shall meet quarterly in advance of the BoG meeting, so that content to be presented by the AMAC Chairperson, or Vice Chair in his or her absence, at the BoG meeting can be discussed and aligned. The AMAC Chairperson or the majority of the AMAC Board may call a meeting anytime. AMAC Board meetings shall be called together with an Agenda at least five (5) days prior to a meeting. Meetings may be held in a manner agreed by consensus of the AMAC Board and may also be held by tele- or videoconferencing (meetings may be held in person or online as agreed by the Board members). In case consensus cannot be reached the vote of the AMAC Chairperson or Vice-Chair in his or her absence; shall prevail.
- 4.7 **Quorum.** The AMAC Board may take decisions if at least three of its members including the AMAC Chairperson; or Vice-Chair in his or her absence, are present or represented. An AMAC Board member may be represented by another AMAC Board member by written proxy.

- 4.8 **Decisions.** Decisions are taken by simple majority of AMAC Board members present or represented. Decisions of the AMAC Board may also be taken in writing if all AMAC Board members approve the written procedure (unanimous consent). Decisions in writing shall be taken by simple majority of all AMAC Board members. In case of equality of votes the vote of the AMAC Chairperson, or Vice-Chair in his or her absence, shall prevail. Each AMAC Board member has one vote.
- 4.9 **Lists.** The AMAC Board also maintains a list of its members via the lists maintained by each Sub-Committee.
- 4.10 **EBAA Relations.** The Secretary and the Chairman of the BoG may attend meetings of the AMAC Board (observer status).

5. The AMAC Chairperson

- 5.1 **Election.** From time to time the Sub-Committee Chairpersons shall propose an AMAC Chairperson to the AMAC Members for election. AMAC Members elect the AMAC Chairperson and propose the AMAC Chairperson for election as Governor at the General Assembly of the EBAA. Upon nomination as Governor by EBAA's General Assembly, the AMAC Chairperson shall be a Governor of the EBAA in accordance with the terms and conditions applicable to all other EBAA's Governors. The AMAC chairperson must be employed by an AMAC member and be a chair of one of the subcommittees.
- 5.2 If an elected AMAC Chairperson fails to be elected as Governor by EBAA's General Assembly, the AMAC Members shall elect a new Chairperson and present it to the following EBAA's General Assembly; in the interim period for as long as an AMAC Chairperson fails to be elected as Governor by EBAA's General Assembly the immediately preceding AMAC **Chairperson** shall keep the role of the AMAC Chairperson with the approval of the BoG.
- 5.3 **Mandate.** the mandate as AMAC Chairperson runs for three (3) years, commencing on the day of the AMAC Members meeting at which the AMAC Chairperson is elected, as long as the Chair is employed by an AMAC member, the mandate is renewable.
- 5.4 **Election Vice- Chairperson.** The Sub-Committee Chairpersons elect the AMAC Vice-Chairperson. Each Sub-Committee Chairperson has one vote and may be represented by the respective Sub-Committee Vice-Chairperson. The Sub-Committee Chairpersons may take decisions on the AMAC Vice-Chairperson if at least 50% of the Sub-Committee Chairpersons are present or represented. Decisions are taken by simple majority of Sub-Committee Chairpersons present or represented and may also be taken in writing if all Sub-Committee Chairpersons approve the written procedure (unanimous consent). Decisions in writing shall be taken by simple majority of all Sub-Committee Chairpersons. In case of equality of votes the vote of the AMAC Chairperson shall prevail. The mandate of the Vice-Chairperson runs for three (3) years commencing on the day he or she is elected by the sub-committee chairpersons.

5.5 Powers. The AMAC Chairperson represents AMAC, AMAC Members and AMAC interests at the EBAA BoG. In accordance with Art. 7 of the Rules the AMAC Chairperson reports to the BoG. The AMAC Chairperson shall inform the BoG at each BoG meeting on the status of active AMAC projects in the Sub-Committees and request the relative budgets or funding of those projects or any other activities of the AMAC.

5.6 Powers of Vice-Chairperson. The AMAC Vice-Chairperson supports the AMAC Chairperson. The AMAC Vice-Chairperson shall be entitled to act in substitution of the AMAC Chairperson whenever the latter has declared him or herself unavailable. In case the position of the AMAC Chairperson becomes vacant due to resignation or otherwise, the AMAC Vice Chairperson shall assume the role of the AMAC Chairperson with all its powers in the interim until a new AMAC Chairperson will have been elected. If accepted by the BoG the AMAC Vice-Chair may participate in BoG meetings as an observer (with no voting power) when representing the AMAC Chairperson.

6. The AMAC Sub-Committees

6.1 Permanent Sub-Committees. The following Sub-Committees are permanent Sub-Committees of the AMAC under this Charter:

- a. Insurance Sub-Committee;
- b. Financiers Sub-Committee;
- c. Charter Brokers Sub-Committee;
- d. Sales and Acquisition Sub-Committee;
- e. Lawyers in Aviation Sub-Committee;
- f. Airport Handling Ground Operations Sub-Committee;
- g. Maintenance Sub-Committee; and
- h. Technology Sub-Committee.

6.2 Non-Permanent Sub-Committees. The AMAC Board and AMAC sub-committees shall have the authority to establish additional non-permanent Sub-committees and working groups and to determine their mission. The number of additional non-permanent Sub-Committees and working groups, the domains in which they operate and the activities they promote and organize, are regularly reviewed and updated by the AMAC Board. The Chairs of each sub-committee shall have the ability to set a limit on the number of members that participate in each non-permanent sub-committee or working group.

6.3 Composition. Each Sub-Committee is composed of a Chairperson, a Vice-Chairperson and of its members. Each AMAC member may delegate one person at a time as member into each of the Sub-Committees as long as the delegate is employed by an AMAC member. Upon its constitution and every three years thereafter (or upon vacancy of any of these positions) the members of a Sub-Committee elect by simple majority a Chairperson and/or a Vice-Chairperson

from among their peers (quorum: more than thirty percent (30%) of the Sub-Committees members). The Sub-Committee Chairpersons are elected for renewable mandates of three years. Elections shall be called by the Sub-Committee Chairperson, in the event the Chairperson is not available, by the Vice-Chair. In case of a vacancy of both these positions the AMAC Chairperson may call elections. Elections are announced to members of the Sub-Committees at least two (2) weeks prior to the election date. Each member of a Sub-Committee has one vote.

6.4 **Powers.** The AMAC Sub-Committees shall:

- a. provide the AMAC Board unsolicited or upon its request with opinions and know-how deemed relevant;
- b. develop activities deemed beneficial for the business aviation industry;
- c. In general foster the knowledge of the business aviation industry, identify issues and offer solutions, and promote the activities of other parties that foster the development of the business aviation industry.

6.5 Upon the Sub-Committee Chairperson's approval Sub-Committee members may invite third party experts (who are not current members of EBAA) to join particular Sub-Committee meetings unless such expertise is evidently available from the EBAA members.

6.6 **Convocation.** The Sub-Committee Chairperson or the majority of the members of a Sub-Committee may call a meeting anytime. Meetings may be held in a manner agreed by consensus of the Sub-Committee members and may also be held by tele- or videoconferencing. In case consensus cannot be reached on this the Sub-Committee's Chairperson shall finally decide on it.

6.7 **Quorum.** Sub-Committees may take decisions if at least 30% of their members including the Sub-Committee Chairperson or the Vice-Chairperson are present. A Sub-Committee member may be represented by another member of that Sub-Committee by written proxy.

6.8 **Decisions.** Decisions in Sub-Committees shall be taken by simple majority of the Sub-Committee members present or represented. Decisions in Sub-Committees may also be taken in writing if all Sub-Committee members approve the written procedure (unanimous consent). Decisions in writing shall be taken by simple majority of all Sub-Committees members. In case of equality of votes the vote of the Sub-Committees' Chairperson shall prevail.

6.9 **Lists.** The EBAA secretariat point of contact for each Sub-Committee maintains a list of its members and of the members of any of its projects and provides the AMAC Board with up-to-date lists on a quarterly basis.

6.10 **Sub-Committee Chairs.** Chairpersons of AMAC Sub-Committees shall report on their activities at each AMAC Board meeting. Sub-Committees which do not provide a report on their activities for more than two consecutive calendar year quarters shall be assessed by the AMAC Board for actions. The tasks of the Sub-Committee Chairs are as follows:

- a. chair meetings;
 - b. promote and organise Sub-Committee meetings and activities;
 - c. prepare with support of the EBAA Secretariat the agenda and documentation for meetings and activities;
 - d. adopt conclusions of meetings;
 - e. represent the AMAC when necessary in good communication with any of the EBAA departments;
 - f. request the relative budgets or funding for projects or any other activities of a Sub-Committee;
 - g. attend AMAC Board meetings and inform the AMAC Board regularly and any time upon request on budget and financial matters of the Sub-Committee;
- 6.11 **Sub-Committee Members’**. Any AMAC Member may by written request to a Sub-Committee Chairperson at any time propose a delegate to become a member of that AMAC Sub-Committee. As soon as a new member of a Sub-Committee is registered on the relevant Sub-Committee members’ list, it shall have the full rights and obligations of a Sub-Committee member.
- 6.12 **Members Resignation**. Sub-Committee members may resign from a Sub-Committee anytime by written notice to the Sub-Committee Chairperson.
- 6.13 **Projects**. Sub-Committee members may propose projects to the Sub-Committee Chairperson and participate in projects of their Sub-Committee. The participation to a project of a Sub-Committee requires a commitment to contribute in good faith to this project until it is completed. Sub-Committee members may join the project group of an already ongoing project upon approval of a majority of the then current project members.
- 6.14 **Decisions in Projects**. Decisions in projects shall be made by consensus. Consensus shall be understood as “a sufficient level of common understanding which each member of the group can accept as a common position”. If consensus cannot be found, simple majority shall be decisive and those project members who do not support the majority position may dissociate themselves from this position and request to be mentioned in the minutes as holding a minority position. In case of equality of votes the vote of the Sub-Committee’s Chairperson shall prevail.
- 6.15 **Project Form**. To streamline the process EBAA has made available an AMAC project form. This form contains all the relevant information about a project and the process sequence from concept to project completion. The AMAC project form is the repository for the summary information on any project.

7. The EBAA Secretariat & AMAC Lists

- 7.1 **Non-Binding Character for EBAA**. Section 7. of this Charter (*The EBAA Secretariat & AMAC Lists*) is not intended to bind EBAA or the EBAA Secretariat

in any way but rather intends to describe certain organizational processes as they are currently in place between the EBAA and the AMAC.

7.2 **EBAA Secretariat.** The EBAA Secretariat currently provides the AMAC Board and AMAC Sub-Committees with administrative and logistical support. The level of support includes:

- a. distribution of preparatory documents, agenda, working papers and summary of conclusions;
- b. update of the lists of AMAC;
- c. logistics for the various meetings and conventions of AMAC bodies;
- d. distribution of position papers, communications, etc.;
- e. assistance in the conduct of the meetings of AMAC bodies;
- f. support of AMAC Sub-Committees in the execution of their programmes.

7.3 The EBAA secretariat, in consensus with the AMAC Chairperson, nominates a person to be the main point of contact between AMAC and EBAA. This point of contact-person shall

- a. dedicate a substantial amount of its time to AMAC;
- b. support the AMAC Board and participate in all AMAC Board activities;
- c. act as a main intersection for information exchange between the AMAC and the EBAA.

7.4 **Recording.** All AMAC Board and AMAC Sub-Committee meetings shall be accurately recorded. The EBAA AMAC point of contact-person shall be invited to the meeting, ensure that proper minutes are taken and collect a summary for the benefit of AMAC and EBAA. In case the point of contact-person is not available, the Chairperson of the meeting shall nominate a secretary within the AMAC who will undertake this task.

7.5 **Lists.** The lists of any persons elected in accordance with this Charter, including, without limitation the AMAC Chairperson and Vice-Chairperson, the list of Sub-Committees, their Chairpersons and Vice-Chairpersons and members, of projects in Sub-Committees and their members, is maintained and kept up-to-date in a separate document titled "*AMAC – Structure & Leadership*" with a version number, a date of issue, and the name of the person who compiled the issue. The EBAA secretariat shall be responsible to maintain these lists.

7.6 . EBAA's secretariat will distribute information to EBAA members upon the request of the AMAC. AMAC Chairpersons shall have access to the contact details of AMAC Members and their delegates. All these contact details shall exclusively and only be used for work directly related to AMAC activities.

7.7 **Funding.** The costs incurred by EBAA to support and fund AMAC are accounted for and available to the AMAC Board members. The AMAC accounts are maintained and reviewed by the AMAC Chairperson, the Sub-Committee chairs

together with the relevant EBAA AMAC point of contact-person before being disclosed and presented to the BoG.

8. Final Provisions

- 8.1 **Compliance with Laws.** It is the EBAA's policy and also the policy of AMAC to conduct all its meetings and other activities in strict compliance with the law, including, without limitation with applicable European Union and national competition laws and data protection laws. AMAC Members must not engage in any collusive or anti-competitive behaviour during meetings, informal break-out sessions or otherwise. It is strictly prohibited for Members to discuss prices, customers, revenues, costs, capacity levels or other commercially sensitive information.
- 8.2 **EBAA Rules Prevail.** This Charter has its source in the EBAA's AoAs and Rules. In case of a conflict between this Charter and the EBAA's AoAs or Rules or other rules governing the EBAA, the EBAA's AoAs and/or Rules or other rules governing the EBAA shall prevail.
- 8.3 **Language.** English shall be the official working language of the AMAC. Decisions made by any of the AMAC's bodies shall be made in English only.
