



Association Internationale des Anciens d'EUROCONTROL aisbl
International Association of Former Officials of EUROCONTROL

Only the French version is legally-binding

ARTICLES OF ASSOCIATION

The International Association of Former Officials of EUROCONTROL (AIAE) is an Association established on the basis of a private agreement published in the Annex to the *Moniteur belge* [Belgian Official Gazette] under number 19870507/006491.

The Articles of the aforementioned Association were published in the Annexes to the *Moniteur belge* of 4 September 2007 under number 129749.

The General Assembly, held on 18 July 2023, amended the Articles of Association, primarily to bring the aforementioned Articles into conformity with the provisions of the Code des sociétés et des associations (CSA) of 23 March 2019, as amended.

ARTICLES

TITLE I - NAME - REGISTERED OFFICE - AIMS - DURATION

Article 1: Name

The name of the Association shall be: "INTERNATIONAL ASSOCIATION OF FORMER OFFICIALS OF EUROCONTROL", abbreviated to "AIAE".

Article 2: Registered Office

The Association's registered office shall be in the Brussels Region, and is currently at the headquarters of the European Organisation for the Safety of Air Navigation, abbreviated to EUROCONTROL, at rue de la Fusée 96, B-1130 Brussels.

Article 3: Aims

3.1 The social aims of the Association are:

1. to maintain and develop the bond of friendship between Former EUROCONTROL Staff and to provide a real and effective link between them and EUROCONTROL;
2. to ensure and maintain liaison with the EUROCONTROL Agency and its serving staff;
3. to protect members' individual and collective interests as required;
4. to contribute, in liaison with the Director General of EUROCONTROL, to the study of problems relating to international air traffic; to stimulate the development of European cooperation in the field of aviation, especially with regard to air navigation;

to draw the attention of business and social circles to the importance of this cooperation;

5. to maintain contact with associations which pursue similar goals at international or national level.

3.2 In order to achieve its social aims, the Association carries out the following activities:

- holding consultation and coordination meetings with the services of the EUROCONTROL Agency in all areas affecting its members' interests (pensions, sickness fund, etc.);
- organising meetings of its members;
- organising conferences;
- organising social activities for its members;
- implementing studies or projects in order to achieve the objectives defined by the Association's General Assembly;
- editing a list of its members;
- setting up and running an Internet site as an efficient channel of communication with and between members.

Article 4: Duration

The Association is formed for an unlimited duration.

TITLE II - MEMBERS

Article 5: Minimum number

The Association shall at all times have at least twelve members.

Article 6: Eligibility for Membership

- 6.1 Any person who, as his or her main occupation, has worked for EUROCONTROL may, upon finally ceasing such activity, become a member of the Association.
- 6.2 Upon the death of a member, his/her spouse may join the Association. The spouse of a member of the staff of EUROCONTROL who has died while in service shall also be eligible for membership. This provision also applies to the spouse of the Director General.
- 6.3 The Board of Governors, mentioned under Title III hereafter, may resolve to admit as a member any other person who has rendered noteworthy services to the European cause in the field of aviation and has engaged, other than as his/her main occupation, in activities with EUROCONTROL.

Article 7: Duties of Members

- 7.1 The Board of Governors shall have the power to admit applicants to membership.
- 7.2 The members of the Association shall be obliged to:
 1. participate in the activities of the Association as far as possible;
 2. subscribe to the Articles of Association;
 3. pay their annual subscription fee.

Article 8: Resignation

Any member shall be free to withdraw from the Association subject to notifying the Board of Governors in writing of their resignation. Members who have failed to pay their subscription for two years may be deemed to have resigned.

Article 9: Association's capital

Members who resign or are expelled and the heirs and successors of deceased members shall enjoy no rights in respect of the Association's capital. In particular, they may not demand repayment of subscriptions previously paid.

Article 10: Financial liability

The financial liability of each member shall be strictly limited to the amount of his/her subscription.

TITLE III - BOARD OF GOVERNORS**Article 11: Composition**

- 11.1 The Association shall be administered by a Board of Governors consisting of at least four members and at most fifteen. As far as possible, the composition of the Board of Governors shall be representative of: the EUROCONTROL Agency's sites, the geographical distribution of EUROCONTROL Member States, and staff categories and gender. At least one Governor shall be of Belgian nationality.
- 11.2 Governors shall be appointed by the General Assembly, provided for in Title IV hereafter, for four years. They may be re-elected once and the General Assembly shall have the power to recall them at any time. In the event of a vacancy arising, the Board of Governors, after issuing a call for candidates, shall put forward a new Governor to the General Assembly.

Article 12: Executive Bureau

- 12.1 The Board of Governors shall appoint from among its members a Chairman, two Vice-Chairmen, a Secretary and a Treasurer who shall constitute the Executive Bureau of the Association. The Chairman and the Vice-Chairmen shall be of different nationalities if possible.
- 12.2 Where the Chairman is absent or unable to attend, the elder of the Vice-Chairmen, or the sole Vice-Chairman present shall have the chair. Where the above procedure cannot be applied the Board of Governors shall appoint one of its members present to act as Chairman.
- 12.3 The Board of Governors may, at any time, after deliberation, terminate the term of office of a member of the Executive Bureau and designate another Governor to complete that term.
- 12.4 Where a member of the Executive Bureau is unable to carry out his/her remit, the Board of Governors shall appoint a Governor as a replacement.

Article 13: Allowances

The services of members of the Board of Governors shall be provided free of charge.

Standard-rate allowances may be paid to members of the Board of Governors incurring travelling and accommodation expenses on the occasion of meetings held in accordance with these Articles or with decisions of the Board of Governors. The same rules shall apply to any other member of the Association entrusted with a specific task by the Board of Governors. The Board shall determine rules governing the said allowances.

Article 14: Meetings

- 14.1 The Board of Governors shall meet at least once a year. It shall be convened by the Chairman or by two Governors at Headquarters or at any other place in a EUROCONTROL Member State.
- 14.2 The Board of Governors may decide to hold its meeting wholly or partly at distance by electronic communication means such as telephone or video conference and/or to proceed to voting by correspondence.
- 14.3 Notice shall be given by email or any other appropriate electronic or written means of communication not less than fifteen days before the meeting. The draft agenda shall be specified.
- 14.4 The Board of Governors may not constitute a quorum unless a majority of its members are either present or represented. No member may stand proxy for more than one other member and notice must be given by email or any other appropriate electronic or written means of communication. Decisions shall be taken by a majority of the votes cast, discounting invalid votes or abstentions. In the event of a tie, the Chairman shall have a casting vote.
- 14.5 The Board of Governors may invite any person whose professional skills may be useful to its proceedings to attend its meetings. Such persons may not vote.
- 14.6 Decisions shall be recorded in minutes signed by the Chairman and the Secretary and recorded in a special file. Extracts required for the purpose of court proceedings or for other purposes shall be signed by the Chairman or by a Vice-Chairman.

Article 15: Powers of the Board of Governors

Subject to the superior powers of the General Assembly, the Board of Governors shall have the power to do all that is necessary for the administration of the Association in the broadest possible sense:

1. It shall decide on the opening of bank or other accounts as required.
2. It shall present to the General Assembly for its approval a budget for the new financial year and the annual subscription fee.
3. It shall decide on the use to be made of the Association's funds.
4. It shall present to the General Assembly for appointment two auditors selected from amongst the members of the Association, but not from amongst the Members of the Board of Governors, to verify the accuracy of the accounts as presented and to make such observations as they feel necessary on the financial management of the Association.

5. It may, in the manner which it will determine, form sections grouping members of the Association living in the same country or group of countries. Those sections shall appoint their officers to act in relation with the Board of Governors.
6. It may organise meetings and other events.
7. It shall decide on the publishing of brochures and documents.
8. It shall, in general terms, take all decisions and initiatives in accordance with the aims and the interests of the Association.

Article 16: Delegation of Powers

The Board of Governors may, on its own responsibility, delegate day-to-day management of the Association to one of its members, whom it shall instruct to act on its behalf and to exercise the powers delegated to him/her, with the power to sign documents required for those purposes.

The Board of Governors may also appoint an agent of its choice to exercise special powers conferred on him/her.

Article 17: Representation of the Association in relation to third parties

For all acts that are neither related to day-to-day management nor delegated as provided for in Article 16 above, the Association shall be validly represented in relation to third parties by the combined signatures of two Governors, including the Chairman or, in his/her absence, a Vice-Chairman, and they shall not be required to produce resolutions, authorisations or special powers.

Article 18: Representation of the Association in relation to court actions

The Association shall be represented in court actions to which it is party as plaintiff or defendant by the Board of Governors, in the person of its Chairman or a designated Governor.

TITLE IV - GENERAL ASSEMBLY

Article 19: Powers

The General Assembly, which comprises members of the Association, shall be the supreme authority of the Association. It shall have sole authority to decide on the following matters:

1. amending the Articles of Association;
2. appointing and recalling Governors;
3. appointing and recalling auditors;
4. approving budgets and accounts;
5. granting discharges to Governors and auditors;
6. expelling members;
7. setting the annual subscription fee, which shall not exceed EUR 50;
8. any other decisions on matters not expressly reserved for the Board of Governors by law or by these Articles of Association;
9. voluntary dissolution of the Association;
10. any matter where this is so required by law or by the Articles of Association.

Article 20: Meetings

- 20.1 A General Assembly shall be held in the first six months of each year.
- 20.2 A General Assembly may also be called by resolution at a meeting of the Board of Governors or at the request of one fifth of the members.
- 20.3 Notice shall be given by email, or any other appropriate electronic or written means of communication, to each member of the Association not less than fifteen (15) days before the meeting; such notification shall be issued on behalf of the Board of Governors by the Chairman, the Secretary, or a designated Governor. The agenda shall be specified. The General Assembly may also discuss matters not entered on the agenda. It shall decide accordingly during the meeting.
- 20.4 In the event of the envisaged expulsion of a member, the General Assembly must mention the envisaged expulsion as an agenda item of the invitation to the meeting of the General Assembly, must inform any member whose expulsion is envisaged of the reasons for his/her envisaged expulsion and invite him/her to present his/her defence to the General Assembly.
- 20.5 The Board of Governors may decide to hold the General Assembly wholly or partly at distance by electronic communication means such as telephone or video conference, placed at the Members' disposal by the Association, and/or to proceed to voting by correspondence, or to vote remotely before the General Assembly by any electronic means, in accordance with the provisions of Article 23 below.
- 20.6 The electronic communication means used must enable the identity of the Members concerned to be verified, and enable them as far as possible to participate directly, simultaneously and continuously in the discussions at the General Assembly, to ask questions and vote on any issue on which the General Assembly is called upon to do so.
- 20.7 The minutes of the General Assembly will mention any possible problems or technical incidents which have impaired or hindered Members' participation by electronic means to the General Assembly and/or to any vote.

Article 21: Chair, Secretary

The General Assembly shall be chaired by the Chairman of the Board of Governors or, in his/her absence, by the elder of the Vice-Chairmen present, or by the sole Vice-Chairman present, or, in his/her absence, by the oldest member of the Board of Governors present.

The General Assembly shall appoint its Secretary on a proposal from its Chairman.

Article 22: Proxy votes

The General Assembly shall consist of the members of the Association. A member may confer a power of proxy on another member. No member may stand proxy for more than three members and each power shall be given by completing the proxy form of the Association and sending it to the Secretariat by email or by any other appropriate electronic or written means of communication.

Article 23: Standard Quorum

- 23.1 Subject to Article 24 hereafter, the General Assembly shall constitute a quorum regardless of the number of members present in person or represented, or participating by electronic communication means.

- 23.2 Members who participate in a General Assembly by electronic communication means, such as telephone or video conference, are deemed to be present at the General Assembly. They can vote by correspondence in accordance with the provisions of these Articles of Association. They can also vote by electronic means where available, before or at the General Assembly, in accordance with the provisions of these Articles of Association. The Board of Governors may take steps at its discretion to verify the identity of each member participating remotely who wishes to vote by electronic means.
- 23.3 Decisions shall be taken by an absolute majority of the votes cast, discounting invalid votes and abstentions. In the event of a tie, the Chairman shall have a casting vote.

Article 24: Higher Quorum

- 24.1 In the event of the expulsion of a member, amendment of these Articles or dissolution of the Association, at least two-thirds of the membership shall be either present or represented at the General Assembly, and the proposal must be approved by a two-thirds majority of the members present or represented at the General Assembly, without taking into consideration any abstentions or invalid votes.
- 24.2 If two-thirds of the membership are not present or represented at the first General Assembly, the Board of Governors shall convene a second General Assembly to be held no earlier than the fifteenth day following the date of the first General Assembly. This second General Assembly, using the same decision-making procedures, may deliberate and vote irrespective of the number of members present or represented.

Article 25: Decisions

- 25.1 Decisions taken by the General Assembly shall be communicated to the members, within thirty (30) days of the General Assembly having been held.
- 25.2 The Decisions shall then be recorded in the minutes of the General Assembly signed by the Chairman and the Secretary of that Assembly and recorded in a special register.
- 25.3 Extracts required for court proceedings or other purposes shall be signed by the Chairman of the Board of Governors or by two other Governors.
- 25.4 Extracts shall be supplied to any member of the Association and to any third party who so requests on condition that a legitimate interest can be shown.

TITLE V - BUDGET-ACCOUNTANCY

Article 26: Resources

- 26.1 The Association's resources shall consist of:
- members' subscriptions;
 - subsidies and grants given to it to promote attainment of its objectives.
- The Treasurer shall conduct the accounts in euros (EUR).
- 26.2 At least one bank account shall be opened in the full name of the Association in the town of its registered office. Other accounts may be opened according to the needs of the Association in one or other Member States of the EUROCONTROL Organisation, for example if regional sections are created as provided for in Article 15 above. Any such

account shall be opened in the full name of the Association followed by the name of the section.

- 26.3 The financial year shall commence on 1 January and end on 31 December each year. On 31 December each year, the accounts for the past year and the budget for the coming year shall be established. During the first half of that new year the aforementioned accounts and budget shall be submitted for the approval of the General Assembly provided for in the first paragraph of Article 20 above.
- 26.4 The General Assembly, after it has approved the annual accounts and the budget for the coming year, shall pass a vote formally discharging:
- a) the Auditors and;
 - b) the Board of Governors in respect of its administration of the Association.
- 26.5 The Board of Governors may put in place on an interim basis ad hoc substitute auditor(s) from amongst the members of the Association, but not from amongst the Members of the Board of Governors, to verify the accounts of the Association. These strictly limited and ad hoc powers shall only be used in circumstances where either or both of the auditors appointed by the General Assembly subsequently become unable to verify the accounts of the Association, due to any unforeseeable, exceptional situation or event beyond their control.

TITLE VI - DISSOLUTION

Article 27: Liquidators

- 27.1 In the event of voluntary dissolution, the General Assembly, after deliberation in keeping with Belgian law and in particular the Code des sociétés et des associations, shall appoint one or two liquidators and determine their powers.
- 27.2 The liquidators shall perform their duties on the basis of a General Assembly resolution, taken with a simple majority of votes cast.
- 27.3 In the event of dissolution by court order, the liquidators shall be appointed and perform their duties on the basis of a judicial decision, taken at the request of an interested party.

Article 28: Residual assets

In the event of voluntary dissolution or dissolution by court order, whenever it occurs and for whatever reason, the General Assembly shall determine the use to be made of the net assets remaining after all debts have been paid and charges have been cleared and to which association the proceeds from the liquidation shall be assigned. Regard shall be had to the object for which the Association was formed.

Article 29: Applicable law

For anything not provided for in the present Articles of Association, reference shall be made to Belgian law and in particular the Code des sociétés et des associations.

Article 30: Interpretation

The present Articles of Association have been drawn up in the French and English languages. The text in the French language shall prevail in the event of any inconsistency between the texts.