

Environmentally Compatible Air Transport System ECATS

STATUTES

Article 1 Name, Seat

- 1.1 The name of the Association is: "ECATS International Association".
- 1.2 The seat of the Association is in 1050 Brussels, Belgium, Rue du Trône 98.
- 1.3 The Association may have offices in other countries.

Article 2 Objective

- 2.1 The objective of the Association is to promote and support its Members' joint activities and interests in the field of aviation & environmental impact. Its higher-level aim is to help to make future aviation sustainable.

This objective will be met by, amongst others, the following activities:

- a. Build up, maintain and extend scientific expertise and, moreover, to further link and integrate scientific expertise in the different thematic areas and exploit the multi-disciplinary platform available in ECATS;
 - b. Organise exchange of information in particular about experience and development of related research, e.g., on basis of workshops, reports and publications, education and training, and web-based information;
 - c. Provide liaison between customers and experts to provide integrated and professional support;
 - d. Foster to the technical, strategic and political debate, e.g., to initiate research on those topics identified to be relevant;
 - e. Perform research work where identified to be crucial, e.g., short studies.
- 2.2 The Association is a non-profit organisation.
- 2.3 Within the scope of its objective the Association may represent its Members' best interests towards (inter)national organisations, on the understanding that no obligations for one or more Member(s) can be entered into without the prior written approval of such Member(s).

Article 3 **Full Members**

The Full Members of the Association consist of the Founding Members and any entity or organisation that may join the Association after it has been established as Full Member in accordance with Article 4 and may not be lower than three.

Article 4 **Admission of new Full Members**

- 4.1 Upon invitation by one full member of the association, another legal entity or organisation with legal capacity may apply to join the Association as Full Member. In principle, this membership of the Association will be open to research establishments and universities who can demonstrate considerable and high-level activity in the field of aviation & environmental impact, either in terms of their technically advanced capabilities or in terms of large and high-standard facilities. Details of these criteria as well as exceptions thereto shall be determined by the General Assembly.
- 4.2 New Full Members may be admitted upon decision by the General Assembly. A request to be admitted as a Full Member shall be directed in writing to the Chairman of the Executive Board. The General Assembly will resolve upon admittance within six months, otherwise the application shall be considered as rejected.
- 4.3 The applicant will be informed in writing about its admission or refusal. No appeal can be made against the decision of the General Assembly.

Article 5 **Associated Members**

Companies, research establishments or other bodies as well as individuals, active in the field of aviation & environmental impact which qualify for a limited and/or temporary participation in the activities of the Association may be accepted as Associated Member on the basis of a cooperation agreement. The General Assembly shall resolve upon conclusion of a cooperation agreement with an applicant. No appeal shall be possible against the acceptance or refusal of an applicant by the General Assembly. Further details and standards of the cooperation agreements shall be determined by the General Assembly.

Article 6 **Members' Register**

The Executive Board shall keep a register including the names and addresses of all Full and Associated Members and their representatives ("Register"); the Members shall inform the Chairman of the Executive Board of any change of their respective data. The Members are entitled to inspect the Register.

Article 7 **End of membership**

7.1 The membership ends:

- a. in case a Member has ceased to exist or in case of death;
- b. in case of unilateral termination by a Member, which shall be possible for any reason by a six months prior notice in writing to the Chairman of the Executive Board as of the end of a financial year;
- c. in case of termination by the Association in accordance with Article 7.2.

7.2 The Association, upon resolution by the General Assembly according to Article 15.3, may terminate the membership towards a Member, if the Member has:

- a. seriously breached the provisions of these Statutes, if such breach cannot be remedied; the non-payment of membership fees for a period exceeding six months after receipt of a respective reminder from the Association shall be considered as serious breach; or
- b. given good cause for such termination by creating a situation, following which continuation of membership cannot anymore be reasonably expected from the other Members, in particular if such act has caused significant damage to the Association or its Members.

In such case, the Association terminates the membership by sending a registered letter to the Member.

7.3 If membership ends in the course of a financial year, the membership fee for the entire year shall remain due.

Article 8 **Obligations of the Members**

8.1 Full Members are obliged:

- a. to pay an annual membership fee as determined by the General Assembly;
- b. to comply with the statutes and internal regulations of the Association;
- c. to attend in voting capacity at least one General Assembly meeting per year.

8.2 The obligations of Associated Members shall be determined in the respective cooperation agreement(s) mentioned in Article 5.

Article 9 **Organs of the Association**

The organs of the Association are:

- a. the Executive Board (cf. Art. 10 through 13);
- b. the General Assembly (cf. Art. 14 and 15).

Article 10 **Executive Board**

10.1 The day-to-day management and financial administration of the Association as well as the general coordination of the Association's activities are carried out by an Executive Board, elected by the General Assembly in accordance with Article 15.3.

In particular, this means:

- Management of the Association in line with the strategy and goals of ECATS which are given by the General Assembly;
- Delegation of its powers of daily management to its chairman and one or more of its members or to any other nominees whose powers it shall determine always considering the representation regulations of the Statutes and in particular Article 13.

10.2 The number of Executive Board members shall be at least three while not exceeding ten and not more than the number of the full members minus one. Only natural persons who represent a Full Member in the General Assembly can be elected as Executive Board member.

10.3 From the Executive Board members a Chairman, a Vice-Chairman and a Treasurer shall be elected by the General Assembly in accordance with Article 15.3. The rights and duties of an Executive Board member are personal and may not be delegated to any other person.

10.4 Executive Board members shall be elected for a tenure of two years. Re-election shall be possible for one more tenure.

A member of the Executive Board shall cease to be member of the Executive Board:

- a. upon death;
- b. upon resignation, which may be declared at any time in writing by a one month prior written notice to the Chairman or Vice-Chairman;
- c. because the membership terminates of the Member he/she represents;
- d. upon dismissal by the General Assembly.

In case of early termination of a tenure, the General Assembly shall elect a successor without delay. The successor of an Executive Board member will complete the term of his/her predecessor.

An Executive Board member whose tenure ends shall immediately hand over all documents and assets of the Association kept by him/her pursuant to his/her membership of the Executive Board.

10.5 Further provisions regarding the management and financial administration of the Association, the Executive Board's duties and activities, requirements of prior approval by the General Assembly, internal regulations for convening an Executive Board meeting, agenda, minutes, requests for resolutions without personal meeting etc. may be laid down in internal regulations, to be adopted by the General Assembly.

10.6. Members of the Executive Board (or the entity to which they are affiliated) shall not be entitled to remuneration or reimbursement of travel or other expenses, unless specifically decided so by the General Assembly.

Article 11 **Meetings and resolutions of the Executive Board**

11.1 The Executive Board shall meet regularly, and at least twice a year, upon convocation by the Chairman or whenever the Chairman or two Executive Board members request so in writing. Notices of convocation shall be sent not less than ten working days before the meeting, by ordinary mail, fax, by electronic mail or by any other means of communication. The notice shall indicate the agenda, the date, time and the place of the meeting.

11.2 Resolutions of the Executive Board should be taken during duly convened meetings and may be taken only, if at least two thirds of the Executive Board members are present.

11.3 In case all Executive Board members agree, resolutions may also be taken without a personal meeting by telephone conference, electronic mail or in writing.

Article 12 **Executive Board: Voting**

The Executive Board shall adopt its resolutions by 80% majority vote of all present or represented Executive Board members.

Article 13 **Representation**

13.1 The Executive Board as well as two Executive Board members acting together shall have power to legally represent the Association.

13.2 Within its powers of representation and in its own full responsibility the Executive Board may issue powers of attorney or of legal representation of the Association to any other person, however, only for two persons acting jointly and upon unanimous decision of all Executive Board members.

13.3 Prior approval by the General Assembly is required for the following management actions of the Executive Board:

- a. any contracts related to real estate, including conclusion, modification or termination of lease and tenancy agreements with respect to real estate;
- b. conclusion, modification or termination of employment contracts;
- c. entering into contracts on research and development activities, participation in research projects or programmes or conduct of any commercial business activity (including project management) by the Association itself;
- d. participating or taking a share, whether directly or indirectly, in business undertakings or in companies with separate legal personality or capacity, irrespective of their legal form, or any modification of such participation or share;
- e. any contract exceeding in total the value of one annual budget.

The General Assembly may at any time make other management actions subject to its prior approval by issuing respective instructions to the Executive Board in internal regulations mentioned in Article 10.5.

13.4 The Association shall not be entitled to:

- take up credits;
- undertake sureties, guarantees or similar liabilities nor to grant credits.

Article 14 **General Assembly**

14.1 The General Assembly is the highest organ of the Association. It is competent to take any decision, which is not explicitly referred to an other organ of the Association by mandatory law, by these Statutes or to internal regulations of the Association.

In particular, the General Assembly determines the general policy and long-term strategy of the Association and decides on an annual Activity Plan (as referred

to in Article 17), including concrete activities, by which the Association pursues its objectives.

- 14.2 The General Assembly shall convene whenever the Chairman of the Executive Board or two Full Members so request, but at least twice a year.
- 14.3 The Executive Board members shall be obliged to attend the meetings of the General Assembly, unless decided otherwise by the General Assembly.
- 14.4 The General Assembly meeting shall be chaired by the Chairman of the Executive Board. In his/her absence, the meeting shall be chaired by the Vice-Chairman.
- 14.5 The convocation of a meeting of the General Assembly shall take place by means of convocation notices sent to the addresses of all Members, as mentioned in the Register.
Convocation shall take place no later than three months prior to such meeting. The convocation notices shall state the agenda, the date, time and the place of the meeting of the General Assembly.
- 14.6 Further provisions on the convocation of a meeting, agenda, minutes etc. may be laid down in further internal regulations, to be adopted by the General Assembly.

Article 15

General Assembly: Voting rights and resolutions

- 15.1 Each of the Full Members shall be represented in the General Assembly by a representative appointed by that Member. Each representative shall have one vote in the decisions of the General Assembly.
Associated Members shall not be entitled to vote in decisions. Unless decided otherwise by the General Assembly, Associated Members may however send representatives to attend the General Assembly meetings and contribute to its deliberations by giving opinions.
- 15.2 Members may also be represented at a meeting of the General Assembly by the representative of another Member, by means of a proxy given by a letter in writing, telefax or via electronic mail. A Full Member may, however, not be represented by a representative of an Associated Member. The General Assembly will have a quorum with 80% of the Full Members being present or represented.

15.3 Resolutions of the General Assembly shall be in general adopted by a 80% majority of the votes cast, unless these statutes require otherwise. Examples of 80% majority decisions are:

- a. The admission of new Full Members, including the technical criteria for admission;
- b. Termination of a Full Membership;
- c. The conclusion of cooperation agreements with Associated Members according to Article 5;
- d. The adoption or amendment of any internal regulations of the Association;
- e. The determination of amount and date due of the membership fee; this amount may not be higher than 5.000 € per year;
- f. Determination of the general policy and long-term strategy of the Association;
- g. Decision on the annual Activity Plan of the Association or any modification to it;
- h. The election of Executive Board members as well as the assignment of their respective functions mentioned in Art. 10.3;
- i. The termination of an associated membership;
- j. The dismissal of an Executive Board member;
- k. Appointment and revocation of the statutory auditor;
- l. The establishment of committees and/or advisory bodies and approval of their respective outline of activities;
- m. Conclusion of employment contracts;
- n. The adoption of the annual budget or any modification to it.

15.4 The following resolutions to be adopted by the General Assembly require a unanimous vote of the members:

- a. The approval of the Annual Report, including the annual financial accounts, as referred to in Article 17;
- b. The modification or amendment of these statutes;
- c. The dissolution of the Association.

15.5 In case a decision on an item listed in paragraphs 15.3 through 15.4 is taken in a meeting of the General Assembly, it may only be taken, if the respective decision items have been announced and related documents have been provided to all Members' representatives at least twenty-one calendar days prior to the meeting and if the Full Members are represented according to the quorum defined in Article 15.2. In case the latter quorum cannot be reached in such a duly convened meeting, a second meeting may be convened in

accordance with the same convocation requirements, in which, however, the respective decision may be taken even if the quorum is not reached.

- 15.6 In emergency situations, the General Assembly shall have the possibility to take decisions without personal meetings (i.e. by exchange of fax or electronic mail), if the respective procedure applied is agreed by the representatives of all Full Members. Associated Members shall be informed of the decisions so taken. In case a modification or amendment of these Statutes is to be decided by the General Assembly, such decision may only be taken in a personal meeting of the representatives.
- 15.7 A Member who is affected by a decision in its fundamental interests or would suffer substantial harm shall have the right to veto a majority decision justifying reasonably its veto. The Veto shall contain an alternative suggestion for a follow-up decision.

Article 16 **Committees and advisory bodies**

- 16.1 In order to pursue the activities of the Association, the General Assembly may establish committees and/or advisory bodies.
- 16.2 A general outline of the activities of each committee has to be approved by the General Assembly before the activity is started. Participation of Members in committee activities is voluntary. Without prejudice to the participating Members' rights, further terms of reference, rules of procedure and internal regulations for committee activities shall be adopted by the General Assembly.
- 16.3 The leaders of committees shall keep the Executive Board informed on the progress of work in their respective committee. All committees shall provide concise annual written reports of their activities to be submitted to the General Assembly with the Annual Report by the Executive Board mentioned in Article 17.4. The Executive Board may invite committee leaders to report in person at a General Assembly meeting.
- 16.4 The provisions of this Article shall also apply mutatis mutandis to any advisory bodies.

Article 17 **Financial year, Financial planning and accounts**

- 17.1 The financial year of the Association shall coincide with the calendar year.
- 17.2 Each year before the first day of October the Executive Board shall submit to

the General Assembly for decision a proposal for the annual Activity Plan as well as a proposal for the budget for the next financial year.

In exceptional cases and upon a respective proposal by the Executive Board, the General Assembly may revise the annual Activity Plan or the budget during the course of a year, if sufficient financing is available.

17.3 The budget, as adopted by the General Assembly, shall be binding upon the Executive Board, who may not enter into any obligation for the Association exceeding the financial or other means of the Association as specified in the budget.

17.4 Annually, within six months after the end of each financial year, the Executive Board shall compile an Annual Report on the activities of the Association and prepare the annual financial accounts and shall submit these for approval to the General Assembly. The annual financial accounts shall include the balance sheet, the profit and loss account and the explanatory notes.

17.5 The annual financial accounts of the Association shall be audited by an independent auditor at the cost of the Association in case the respective annual expenditure of the Association exceeded an amount of 150.000 Euro or if more than one Full Member requests such an audit. Any single Full Member of the Association may also request an audit of the annual financial accounts by an independent external auditor at its own cost. If no auditor is appointed, the financial accounts are examined by a commission appointed by the General Assembly.

The auditor's report or, as the case may be, the commission's report shall be submitted to the General Assembly together with the annual financial accounts.

Article 18 **Confidentiality**

18.1 In respect of all and any information in whatever form or mode of transmission, which has been explicitly marked as "confidential", received in connection with the activities of the Association prior to or during the period of its membership by a Member ("Receiving Member") from another Member (the "Disclosing Member"), the Receiving Member or Members undertake(s) in addition and without prejudice to any commitment of non-disclosure under any other more specific agreement, for a period of five years from the date of disclosure of the information:

- i) Not to use such information otherwise than for the purpose, for which it was disclosed;
- ii) Not to disclose such information to any third person without the prior written consent by the Disclosing Member;

- iii) That internal distribution of information by a Receiving Member shall take place on a strict need-to-know basis;
- iv) That such information shall neither be copied, nor otherwise reproduced nor duplicated in whole or in part where such copying, reproduction or duplication have not been specifically authorised in writing by the Disclosing Member;
- v) To return to the Disclosing Member on demand all information which has been supplied to or acquired by the Receiving Member including all copies thereof and to delete all information and all copies thereof stored in a machine readable form, with the exception that the Receiving Member may keep an archival copy if required by the law to which the Receiving Member is subject.

Any Receiving Member shall be responsible for the fulfilment of the above obligations on the part of its employees and its representatives in the General Assembly (including if these are elected for functions in the Executive Board), and shall ensure that its employees and representatives shall be respectively obligated, as far as legally possible, during and after the end or after the termination of employment.

18.2 The Receiving Member shall not be liable for disclosure or use of confidential information, if and in so far as without breach of this provision:

- i) It is in or comes available to the public at any time from a source other than the Disclosing Member, or
- ii) Is released for disclosure by the Disclosing Member, or
- iii) Is fully received from third parties without a breach of the law by the Receiving Member, or
- iv) Is, at any time, developed by the Receiving Member completely independently of any such disclosure by the Disclosing Member,
- v) Was already known to the Receiving Member prior to disclosure, or
- vi) Is disclosed to comply with the law or legal process to which the Receiving Member is subject and the Receiving Member has exercised its best efforts to obtain reliable assurance that confidential treatment will be accorded to the information disclosed within that process.

18.3 Further additional provisions of confidentiality can be agreed if necessary in separate agreements.

Article 19 **Liquidation**

19.1 If the Association is dissolved pursuant to a resolution of the General Assembly, it shall be liquidated by the Executive Board, if and to the extent that the General Assembly shall not resolve otherwise.

19.2 The General Assembly shall resolve about the allocation of the assets of the

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Association upon dissolution. It has to be a non-interested and non-profit allocation.

- 19.3 After the legal entity has ceased to exist, the books and records of the Association shall remain in the custody of the person designated for that purpose by the liquidators for a period of seven years.