

CONSTITUTION AISBL

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Répertoire :

"European Facility for Airborne Research in Environmental and Geosciences"
en abrégé **"EUFAR"**

association internationale sans but lucratif
à 1050 Bruxelles, Rue du Trône 98

CONSTITUTION - STATUTS - NOMINATIONS.

II. Le texte anglais des statuts est rédigé comme suit :

CHAPTER I - FORMATION, NAME, SEAT, PURPOSE AND ACTIVITIES

Article 1 – Name

- (1) An international not-for-profit association (hereinafter referred to as the "**Association**") is hereby formed and incorporated according to, and governed by, the Belgian law of 27 June 1921 on the not-for-profit associations, the international not-for-profit associations and the foundations as modified and amended by subsequent laws (the "**Act**").
- (2) The name of the Association shall be: "*European Facility for Airborne Research in Environmental and Geosciences*" or in short "*EUFAR*".

Article 2 – Registered Office and Duration of the Association

- (1) The registered office of the Association shall be located at: 98 Rue du Trône, B-1050 Brussels.
- (2) A transfer of the registered office to any other location in Belgium shall require a decision of the General Assembly (hereinafter the General Assembly as defined in Article 12) in accordance with the applicable legislation. This decision shall constitute an amendment to the Statutes (hereinafter the Statutes). The decision to move the registered office shall be published in the Annexes to the Belgian Official Journal.
- (3) The Executive Board is also authorised to set up administrative offices and branches both in Belgium and abroad.
- (4) The Association is established for an unlimited duration.

Article 3 – Purpose and Scope of Activities

- (1) The Association's purpose is to promote science and research whilst always respecting the independence of its members (hereinafter Members).
- (2) Association, which does not seek financial gain, aims to work in the collective interest of its Members to facilitate collaboration amongst: the operators of airborne research infrastructures for environmental and geosciences in Europe; the scientific users of such airborne research infrastructures; research funding institutions; and relevant industry partners in accordance with the state aid rules.
- (3) The Association's purpose shall be more specifically fulfilled (but shall not be limited) by conducting the following activities:
 - a. promotion of efficiencies in operation of airborne research infrastructures through the exploitation of common instruments and hardware interfaces together with data processing software, data formats and archiving;

- b. development and promotion of schemes to broaden access to European airborne research facilities for all European scientists (so called “Open Access scheme”);
 - c. fostering of coordination between European research funding agencies leading to the development of joint priorities for airborne science and to the harmonised development of future airborne observing systems, including Unmanned Aerial Systems (“UAS”);
 - d. supporting the transfer of relevant technologies;
 - e. promotion of the provision of training opportunities concerning airborne measurements and their application to researchers across Europe;
 - f. provision of a focus for collaboration between the airborne research communities in Europe and elsewhere;
 - g. dissemination to and exchange of relevant information with the airborne research community;
 - h. organisation of conferences, airborne research dedicated sessions, and stands at conferences; and
 - i. provision of input to strategic research agendas.
- (4) In order to secure funding for the realisation of its purpose, the Association shall collect membership fees from its Members (hereinafter Membership fees as defined in Article 22 (1) a.), and may also accept additional contribution in kind or in cash from Members and contribution in kind and in cash from Partners (hereinafter Partners as defined in Article 10) or other interested persons (to the extent allowed by law) for application towards the objectives set out in Article 3.3.
- (5) To achieve its purpose, the Association may also present the collective position of its Members in its field of competence, collectively, vis-à-vis the appropriate third parties, including public authorities or public bodies such as the relevant institutions of the European Union (including, but not limited to, the European Commission) and the World Meteorological Organization. Within its mission, the Association may, inter alia, act as an interface between its Members and third parties to enable in areas of collective interest of the Members: (i) enhancement of co-ordination and co-operation among Members; (ii) participation in calls for proposals in respect of externally funded projects; and (iii) the signing and management of agreements or contracts with relevant third parties.
- (6) The Association may also take any interest in a legal entity if this would further promote the achievement of the abovementioned non-profit purpose and objectives. This requires unanimous decision of the General Assembly.
- (7) The Association may carry out all activities, both in Belgium and abroad, which directly or indirectly further or promote the achievement of the abovementioned non-profit objectives, including secondary commercial and profitable activities within the boundaries of what is legally accepted and of which the profits shall always be fully reserved for the realisation of the non-profit purpose and objectives of the Association.
- (8) The Association does not envisage the recruitment of personnel, unless the achievement of the abovementioned non-profit objectives justifies such recruitment, driven by unanimous decision of the General Assembly.

Article 4 – Activity Plan

- (1) Without prejudice to Article 22, the activities of the Association shall be planned and organised on the basis of an Activity Plan (hereinafter Activity Plan) proposed to the General

Assembly by the Executive Board (Hereinafter Executive Board as defined in Article 15 to 16).

- (2) The Activity Plan shall contain, inter alia: outlines of the general policies of the Association in relation to its purpose; the Association's main positions regarding current issues; activities to be carried out by the Association in furtherance of its purpose; prioritisation of such activities; and the associated budget.
- (3) The Activity Plan shall be a rolling plan, and shall be updated each year by the Executive Board in consultation with all Members and Partners who wish to provide specific input.
- (4) The Activity Plan (including any adaptation thereof) shall be subject to discussion and approval by the General Assembly during the Ordinary Meetings (hereinafter Ordinary Meetings as defined in Article 12.2) of the General Assembly.
- (5) Proposals concerning the financing of activities set out in the Activity Plan shall be set out in a Financial Plan (hereinafter the Financial Plan as defined in Article 23), which shall also be subject to discussion and approval by the General Assembly.
- (6) The Financial Plan shall be subject to the release of contributions in cash and in kind to be made by the Members.
- (7) The Executive Board shall be responsible for implementing the Activity Plan.
- (8) Further details concerning the preparation, submission, discussion and approval of the Activity Plan and Financial Plan shall be regulated by the Internal Regulations.

CHAPTER II – MEMBERS AND PARTNERS

Article 5 – Membership

- (1) The Association shall consist of a single category of members referred to herein as "Members".
- (2) Any legal entity that is actively involved in airborne research in environmental and geosciences (including operators of airborne facilities including aircraft, instruments and associated services, research institutions, and industry players) may be considered for admission as a Member of the Association, it being understood that the corporate or social purpose of the candidate for admission should be compatible with the purpose and objectives of the Association as set out in Article 3.4.
- (3) Any kind of umbrella organisation or grouping of the organisations described under Article 5.2 above may also be considered for admission, provided it is legally constituted and has legal capacity under its national laws.
- (4) Any Member shall be allowed to represent the interests of a consortium of legally constituted institutions within its country, where it is recognised by the General Assembly that it is in the interest of the Association, provided that the consortium institutions are admitted as Partners and have concluded an agreement in line with the Association requirements
- (5) Admission of a Member shall be subject to ratification by the General Assembly pursuant to Article 13.
- (6) By the mere fact of their Membership, the Members shall comply with the Association's Statutes in their last amended version as well as with the Internal Regulations in their last amended version and the decisions of the Association's bodies.
- (7) The Members shall pay an annual Membership fee, the amount of which shall be fixed during the Ordinary Meetings of the General Assembly on a recommendation from the Executive Board.

- (8) Any Member representing a consortium as set out in Article 5.4 may upon decision of the General Assembly be allowed to procure resources from Partners and be granted the contribution of those Partners for determining the voting rights of that Member according to the valuation criteria stated in Articles 23.10 through 23.13.

Article 6 – Rights of Members

- (1) Without prejudice to other rights set out in these Statutes, the Internal Regulations, decisions of the General Assembly and/or the Act, the Members have a right:
- a. to participate in the General Assembly's meetings, with the right to speak and the right to vote on any issues submitted to the General Assembly;
 - b. to elect and be elected to the bodies of the Association (through their representatives where appropriate);
 - c. to examine the accounts, documents and books concerning the activities of the Association, as well as to request and obtain from the Executive Board of the Association information on the development of such activities;
 - d. to propose the admission of new Members;
 - e. to appoint delegates to sit on the committees and working groups of the Association; and
 - f. to withdraw from the Association, on the terms set out in Article 9.2.

Article 7 – Duties of Members

- (1) Without prejudice to the other duties set out in these Statutes, the Internal Regulations, decisions of the General Assembly and/or the Act, the Members have a duty to:
- a. foster the purpose and objectives of the Association and take part in the applicable activities necessary for carrying out the purpose of the Association;
 - b. contribute to the Association on the terms set out in Article 23 and on the terms set out in the Internal Regulations of the Association;
 - c. through their representatives, hold with due care and dedication the offices for which they are elected;
 - d. comply with the decisions of the Association's bodies, these Statutes, the Internal Regulations and any applicable legislation;
 - e. pay the Membership fees and make any additional contribution in kind or in cash when due and payable; and
 - f. comply with the intellectual property rights policy set out in the Internal Regulations.

Article 8 – Admittance of new Members

- (1) An application for Membership shall be sent in writing to the Executive Board at the registered office of the Association and shall include:
- a. the name and address of the applicant;
 - b. a declaration of the applicant's tasks, activities, corporate or social purpose and legal status;
 - c. details of the applicant's interests in the field of airborne research in environmental and geosciences, together with a brief description of why it wishes to become a Member of the Association and how it might contribute to the realisation of the Association's purpose and objectives; and
 - d. confirmation of the applicant's willingness to contribute financially and materially to the Association (Membership fees, additional contribution in kind or in cash).
- (2) After a formal assessment regarding fulfilment of the eligibility criteria for Membership, the

Executive Board shall submit the application to the General Assembly. The General Assembly shall consider the application at its next meeting.

- (3) The Executive Board may (but shall not be obliged to) invite a representative of any candidate for Membership of the Association to attend the meeting of the General Assembly at which its application is to be considered, in order to present the candidate's interests and capabilities and to answer any questions that the General Assembly may have concerning the application.
- (4) In deciding whether to approve or reject any application for Membership of the Association, the General Assembly should have in mind the following matters:
 - a. The compatibility of the candidate's corporate or social purpose with the purpose and objectives of the Association;
 - b. The financial soundness of the candidate;
 - c. The scientific and technical capability of the candidate and the compatibility of these capabilities with the Association's purpose and objectives and its current and future strategic programmes and work plans;
 - d. Whether admission of the candidate would best serve the interests of the Association and its existing Members in ensuring that the purpose and objectives of the Association are met;
 - e. Whether the admission of the candidate would have a serious detrimental effect on the interest of the existing Members; and
 - f. Any other matter which the General Assembly reasonably feels may have a bearing on its decision.
- (5) The Chair or Vice-Chair (hereinafter the Chair and the Vice-Chair as defined in Article 15.2 (8)) of the Executive Board shall notify the applicant in writing (by post, fax, email or any other means of written communication) of the decision of the General Assembly within 15 calendar days after such decision is adopted.
- (6) Membership shall be effective upon admittance by the General Assembly and payment of the first year's Membership fee.

Article 9 – End of Membership

9.1 – General

- (1) Membership of the Association ends:
 - a. in accordance with either Article 9.2 or Article 9.3 below;
 - b. through loss of legal capacity, winding-up, or liquidation of the Member concerned;
 - c. through bankruptcy or similar insolvency proceedings affecting the Member concerned; or
 - d. upon dissolution of the Association.
- (2) If the Membership of a Member ends during the course of the Association's financial year, the full Membership fee for that financial year shall remain due.
- (3) A Member whose Membership has ended (henceforth the "leaving Member") shall not be entitled to claim any reimbursement of its Membership fees or contributions in cash or in kind, nor claim any compensation for loss of Membership. No leaving Member shall have any claim on the assets of the Association.
- (4) In order to enable the Association to continue its activities as set out in Article 3.3, the leaving Member will endeavour to maintain its support until the end of the financial year during which the leaving Member has been notified to leave the Association, in compliance

with the applicable national legal regulations governing the leaving Member. Such support should enable the other Members to conduct the work identified in the current Activity Plan and safeguard the continuity of ongoing research performed with the Association's support and/or under its co-ordination.

- (5) Precise details of the support to be provided by a leaving Member under Article 9.1.4 shall be agreed between the Members involved. However, no leaving Member shall be under any obligation with respect to an Activity Plan adopted after the date that the leaving Member left the Association.
- (6) In the case of one or more Members leaving the Association for any reason, the Association shall continue with the remaining Members. In the event that only one Member remains, the remaining Member will take the necessary steps to have a second Member admitted within 45 calendar days, failing which the Association must be liquidated in accordance with Article 25.

9.2 – Withdrawal

- (1) A Member may withdraw from the Association by written notice sent to the Executive Board at the registered office of the Association, for any reason, with effect from the end of the Association's financial year. Notice must be given at least six months prior to the end of the financial year in question.
- (2) If a Member fails to pay any Membership fees and/or fails to provide its contributions in kind or in cash for a period exceeding three months from receipt of the invoice or demand from the Association it will be deemed to be in default.
- (3) The Chair of the Executive Board shall serve written notice on any Member in default, requiring rectification of the default. If the default is not rectified within 30 calendar days of receipt of the notice, that Member shall be deemed to have withdrawn from the Association and its voting rights will be suspended, without prejudice to its ongoing financial obligations, until it successfully applies for readmission in accordance with Article 9.3.5

9.3 – Expulsion

- (1) A Member may be expelled from the Association by a decision of the General Assembly taken in accordance with Article 13 in the following cases:
 - a. breach by that Member of the provisions of these Statutes, the Internal Regulations, or the decisions of the Association's bodies, where such breach cannot be remedied, or is not remedied within 60 calendar days after a written notice requiring such remediation is sent by the Chair of the Executive Board;
 - b. putting the Association's activities at risk by not meeting its obligations and commitments vis-à-vis the Association, where such breach cannot be remedied, or is not remedied within 30 calendar days after a written notice requiring such remediation is sent by the Chair of the Executive Board;
 - c. that Member no longer fulfils the eligibility requirements for Membership of the Association;
 - d. bringing the Association into disrepute or similar unethical behaviour, as judged by the General Assembly.
- (2) Prior to the decision, the Member whose Membership is proposed for termination shall have the opportunity to communicate its views about the proposed expulsion either by oral or by written statement to the General Assembly. The Member concerned shall be notified by the Executive Board by registered post at least 28 calendar days in advance of the relevant

- meeting of the General Assembly of the intention to expel it and the reasons for doing so.
- (3) The expulsion of Members shall be decided upon by the General Assembly after receiving a recommendation from the Executive Board. The Member whom it is sought to exclude shall not be taken into account for presence or approval quorum in respect of this vote.
 - (4) Any expulsion decision is final and shall need only to record the grounds upon which the expulsion is based. The expulsion shall be effective as of the date of the decision of the General Assembly and must be notified by the Chair of the Executive Board to the Member concerned by registered letter, with acknowledgment of receipt, within 15 calendar days.
 - (5) Any Member who is expelled from the Association, or is deemed to have withdrawn from the Association in accordance with Article 9.2.3, may subsequently apply for readmission. Such application shall be governed by the same criteria set out in Article 8, except that a candidate who has previously been expelled or deemed to withdraw from the Association must make good any default to the Association (including payment of all debts owing to the Association) before its application may be considered.

Article 10 - Partners

- (1) For the realisation of its purpose as set out in Article 3, the Association shall offer the opportunity for non-scientific and scientific organisations who are not directly engaged as Members of the Association to support and/or advise on the activities of the Association. Such organisations or individuals shall be known as “Partners” of the Association.
- (2) Upon invitation, Partners have a right to state their views in meetings of the Executive Board, ad hoc committees, and/or working groups. Such views may be taken into account by the Members when taking decisions. However, Partners shall have no right to vote.
- (3) The General Assembly may choose to revoke an organisation or individual’s status as a Partner if it believes that this is in the best interests of the Association.
- (4) The further rights and privileges of Partners shall be set out in the Internal Regulations, which may be amended by decision of the General Assembly from time to time.

CHAPTER III - ORGANISATION

Article 11 – Structure and Bodies of the Association

- (1) The bodies of the Association are:
 - a. the General Assembly (cf. Articles 12 through 14);
 - b. the Executive Board (cf. Articles 15 through 16).
- (2) Upon a decision by the General Assembly, the organisational structure of the Association may be extended to include an Executive Secretary (cf. Article 17), staff to support the Executive Board in its tasks, committees such as the Strategic Advisory Committee (cf. Article 18), and/or working groups established and mandated by the General Assembly for the supervision and implementation of particular activities of the Association (cf. Article 19).

Article 12 – General Assembly – Powers, Composition, Meetings

12.1 Role and Composition

- (1) The General Assembly is the highest decision making body of the Association. It determines the general policy of the Association and it may exercise all powers needed for the realisation of the Association’s objectives, unless such powers have been delegated to another body of the Association.
- (2) The General Assembly is composed of the Members of the Association. Each Member shall appoint one natural person as its permanent representative to the General Assembly by a written authority according to their respective internal rules (letter or e-mail) to be provided

to the President or Vice-President (hereinafter the President and the Vice-President as defined in Article 14) of the General Assembly on or before the day of the first meeting of the General Assembly that such representative is to attend. Each such representative of a Member shall be deemed to be duly authorised to deliberate, negotiate and decide on all matters listed in Article 13. The written authority may also indicate the representative's deputy. Such appointments may be modified at any time by the Member represented.

- (3) In addition to his or her capacity to represent the Member who appointed him or her, a representative may represent a maximum of one other Member if he or she produces a written proxy from the same.

12.2 Rules for meetings

- (1) The General Assembly shall meet at least once a year (Ordinary Meetings). An Ordinary Meeting must always be held at such a time as will allow the annual accounts of the Association to be prepared and approved in a timely manner in accordance with Belgian law.
- (2) Extraordinary Meetings of the General Assembly may be convened by decision of the General Assembly at a prior meeting, upon decision by the Executive Board, or upon request of one fifth of the Members addressed to the Executive Board. In the latter case, the Members must include an agenda with their request and identify the items of the agenda to be voted on. The General Assembly must meet within three months of receipt of a Members' request by the Executive Board.
- (3) Ordinary and Extraordinary Meetings of the General Assembly may be held by teleconference or other telecommunication means as well as face-to-face.
- (4) The President of the General Assembly may invite named guests to attend meetings of the General Assembly, provided that he or she has notified the General Assembly through the agenda of his or her intention to invite them.
- (5) Guests shall have no voting rights.
- (6) The presence of guests shall be subject to approval by the General Assembly through silence procedure.
- (7) Guests may also be asked to leave a meeting when confidential matters are discussed.
- (8) Further details concerning meetings of the General Assembly are provided in the Internal Regulations.

Article 13 – Decisions of the General Assembly

- (1) Each Member of the Association shall have the right to vote upon decisions of the General Assembly.
- (2) For the first financial year of the Association, each Member shall be allocated one vote.
- (3) Beyond the first financial year of the Association, voting rights will be each year allocated to Members in proportion to their yearly total of contributions according to the valuation criteria stated in Articles 23.10 through 23.13.
- (4) Voting rights shall take effect from the end of an Ordinary Meeting, upon approval of the Annual Accounts, until the next Ordinary Meeting.
- (5) An attendance list, indicating the Members' names, shall be signed prior to the meeting by the representative of each Member present or represented at the meeting.
- (6) Unless otherwise provided for in these Statutes, meetings of the General Assembly may only validly proceed if the following quorum is met: half (50%) of the Members, which must hold more than half (50%) of the votes, must be present or represented at the meeting.
- (7) Unless these Statutes or the Act require a different majority, decisions of the General

Assembly shall be adopted by a simple majority (50% +1) of the votes cast.

(8) For all decisions of the General Assembly:

- a. abstentions shall not be taken into account and, in the case of a written vote, blank and mutilated votes will not be counted in the votes cast;
- b. all votes will be taken by a show of hands, unless the person chairing the meeting or a Member requests a written vote (secret ballot) or provides for an alternate method of voting such as voice vote by telephone;
- c. minority positions will be reflected in the minutes;
- d. the President of the General Assembly has a casting vote in case of a tied vote; and
- e. calculations requiring a whole number as a result shall be rounded to the nearest whole number.

The resolutions passed at meetings of the General Assembly shall be binding on all Members, including those absent or dissenting.

(9) The following decisions of the General Assembly can only be taken subject to a specific quorum and majority requirement:

- at least three quarters of the Members must be present or represented;
- the Members present or represented must hold more than 50% of the total voting rights between them; and
- the decision shall require a majority of three quarters of the votes cast:
 - a. election of the President and Vice-President;
 - b. approval and dismissal of the Executive Secretary;
 - c. approval and dismissal of the staff assisting the Executive Secretary in the Executive Secretariat;
 - d. election and dismissal of members of the Executive Board;
 - e. adoption of the Activity Plan and the Financial Plan, including any revision to these;
 - f. mandate and terms of reference for the representatives of the Association in external bodies;
 - g. power-of-attorney for the attorney-in-fact pursuant to Article 20.1 (2);
 - h. approval of the Annual Report on the activities of the Association during the previous financial year and of the Annual Accounts of the Association (see Article 23);
 - i. adoption or amendment of any Internal Regulations of the Association;
 - j. the establishment of committees and working groups and approval of the respective rules on their functioning;
 - k. any other prior approvals required for transactions by the Executive Board in accordance with Article 15.1.3;
 - l. if applicable, appointment and revocation of the statutory auditor and determination of his/her remuneration;
 - m. admission of a new Member pursuant to Article 8;
 - n. expulsion of a Member pursuant to Article 9.3;
 - o. readmission of a Member pursuant to Article 9.3;
 - p. admission of a Partner pursuant to Article 10;
 - q. expulsion of a Partner pursuant to Article 10; and
 - r. participation of the Association in funded projects as the co-ordinating organisation and election of the authorised representative who assumes the position of project co-ordinator.

- (10) The following decisions of the General Assembly can only be taken subject to a specific quorum and majority requirement:
- at least three quarters of the Members must be present or represented;
 - the Members present or represented must hold more than two-thirds of the total voting rights between them; and
 - the decision shall require unanimity of the votes cast:
 - a. recruitment of personnel (under exceptional circumstances, as set out in Article 3.8);
 - b. adoption of the Budget, including any revision to it;
 - c. determination of the Membership fees and conditions of their payment; regarding Membership fees, should consensus not be reached, the last approved Membership fees and conditions of their payment shall be adopted by default;
 - d. any modification or amendment to these Statutes;
 - e. the merger of the Association with other associations;
 - f. dissolution and liquidation of the Association;
 - g. Membership of the Association in other associations, or participation in any joint ventures or any other kind of organisation or consortium; transformation of the Association in another legal entity;
 - h. taking of shares in other legal entities; and
 - i. decision pertaining to the recognition of in-kind and in-cash contribution from Partners for determining the voting rights of the Member representing the interests of those Partners pursuant to Article 5.4, according to the valuation criteria stated in Articles 23.10 through 23.13.
- (11) In case the mentioned quorum requirements provided for in paragraphs (9) and (10) of this Article are not met, a second meeting may be called and decisions may be taken without the quorum being met if this has been announced at the calling of the second meeting. The second meeting must be convened at least 14 calendar days after the first meeting, but not more than three months from the date of the first meeting.
- (12) Decisions on one of the topics listed in paragraphs (9) and (10) of this Article may only be taken validly, if the vote leading to such decision has been announced in advance as an agenda item, except as otherwise provided for in these Statutes. If all Members are present or represented in the respective meeting they may waive this formal requirement by unanimous vote.
- (13) In urgent matters or in order to realise travel and subsistence budget savings, as may be determined by the Executive Board, Members may be asked by the Executive Board to take decisions by written resolutions (communicated to all Members by post, fax, email or any other means of written communication), by conference call or by videoconference. With respect to conference calls and videoconferences the procedures and requirements set out in Article 12.2 shall apply.
- (14) The minutes of meetings of the General Assembly shall be kept at the registered office of the Association in a separate register. Electronic copies may also be kept.

Article 14 – The President and Vice-President of the General Assembly

- (1) In accordance with Article 13.9, the General Assembly shall elect a President and a Vice-President of the General Assembly from amongst the Members. The President and the Vice-President shall be citizens of two different countries. They shall be elected by the General Assembly for a period of two years and can be re-elected for a maximum of three

consecutive terms.

- (2) Should the position of President fall vacant, the powers and responsibilities of the President shall be taken over by the Vice-President who shall convene a General Assembly meeting to elect a new President within three months of the position falling vacant.
- (3) Should the position of Vice-President fall vacant, the President shall write to all Members. Subsequently, he shall convene a General Assembly meeting within a maximum of three months after the position became vacant, to elect – if necessary by written procedure – a new Vice-President. The representative chosen by the President shall temporarily take this position, until the election of a new Vice-President.
- (4) Should the positions of President and Vice-President fall vacant at the same time, an Extraordinary Meeting of the General Assembly shall be convened by the Executive Board within 25 days of the last such office falling vacant, to elect – if necessary by written procedure – a new President and Vice-President. Such an Extraordinary Meeting should normally take place by means of telecommunication. The Executive Board shall assume the duties of the President during the period of vacancy and may co-opt a representative to act as Vice-President during the same period.

Article 15 – Executive Board

15.1 Role and Responsibilities

- (1) The Executive Board shall manage and administer the Association in accordance with the applicable laws, these Statutes, the Internal Regulations and the decisions of the General Assembly.
- (2) The tasks of the Executive Board are (except where otherwise provided for in these Statutes) limited to the following:
 - a. implementation of the Activity Plan;
 - b. administrative management of the day-to-day business of the Association;
 - c. management of the financial affairs of the Association, including due fulfilment of accounting requirements and timely preparation of proposals for the Budget of the Association and how it is financed and the Financial Plan regarding the implementation of the Activity Plan (see Article 22);
 - d. timely preparation of the Annual Report and Annual Accounts (see Article 24) for approval by the General Assembly;
 - e. drawing up proposals for decisions to be taken by the General Assembly according to these Statutes;
 - f. ensuring the regular flow of information and feedback processes with Members regarding the ongoing activities of the Association;
 - g. ensuring that all Members of the Association can have access to relevant documentation regarding the activities of the Association;
 - h. entering into obligations on behalf of the Association and managing any investments or waivers within the limits set out by the General Assembly; and
 - i. conclusion, modification or termination of any contracts of employment explicitly foreseen and approved by the General Assembly in the Budget or, as regards termination, in case of emergency even if not foreseen and previously approved by the General Assembly.
- (3) For the avoidance of doubt, the following legal transactions shall require prior approval by the General Assembly pursuant to Article 13.10(g):

- a. membership of the Association in other associations, taking shares in other legal entities or participation in any business ventures or any other kind of organisation or the modification of any such membership or participation;

And the following legal transactions shall require prior approval by the General Assembly pursuant to Article 13.9(k):

- a. contracting with external funding organisations;
 - b. entering into obligations for the Association, investments or any waivers of a total value exceeding the limit decided by the General Assembly pursuant to Article 15.1.2(h) above, unless already explicitly foreseen and approved by the General Assembly in the Budget;
 - c. conclusion, modification or termination of any employment contracts, unless already explicitly foreseen and approved by the General Assembly in the Budget or unless, for the case of a termination, in case of emergency as set out in Article 15.1.2(i) above.
- (4) Any proposals made by the Executive Board for decision by the General Assembly shall be addressed to the President or, in case the President is not available, the Vice-President.
 - (5) In case of any conflict of interest between the Association, an Executive Board member, and/or a Member whose representative is serving as a member of the Executive Board, that Executive Board member shall abstain from voting and if the nature of the conflict so requires, then that member shall take no part in the discussion on this issue and leave the room, and be replaced by another member of the Executive Board for the decision in question. For the purpose of this clause "conflict of interest" shall be defined as: any interest of a financial nature of the Executive Board member, a close relative thereof, or any interest of the Member who employs him or her of which the Executive Board member be aware, which may influence the said Executive Board member's decision.
 - (6) The Executive Board may delegate a part (but not all) of its powers for particular or specific purposes to the Executive Secretary.

15.2 Composition and Election of the Executive Board

- (1) The Executive Board shall be composed of not less than three members (including a Chair, Vice-Chair and Treasurer) and not more than ten members.
- (2) The members of the Executive Board shall be elected by the General Assembly in accordance with Article 13.9 for a period of two years upon proposal of the Members. The members of the Executive Board, with the exception of the Treasurer, shall be elected on the basis of one representative per country or group of countries. Re-election of any Executive Board member is possible for a maximum of three consecutive terms.
- (3) In accordance with Article 15.2.2, Members may choose to forgo country-level representation on the Executive Board and instead form a transnational grouping that will be represented by a single country within that grouping. The Members concerned must inform the President of the General Assembly of the creation of such a grouping, or any changes to it, at least 30 calendar days prior to the Ordinary Meeting at which Executive Board members are to be elected. Such a grouping (and any changes to it) must be approved by the General Assembly prior to the election.
- (4) Within the Executive Board's mandated term of office, a grouping of countries may be revised as long as this revision does not change the composition of the Executive Board.
- (5) Should a Member from a new country join the Association, the election of a new member to the Executive Board shall not be considered until the mandate of the current Executive Board has expired.

- (6) Unless specifically decided otherwise by the General Assembly, the mandate of the Executive Board members shall commence at the end of the meeting at which their appointment was confirmed and end upon the closing of the meeting of the General Assembly, two years later, that decides about the approval of the annual accounts.
- (7) Appointments and resignations of members of the Executive Board shall be published in accordance with the provisions of the Act.
- (8) Candidates for the roles of Chair and Vice-Chair of the Executive Board shall be proposed by Members, to the President of the General Assembly, from amongst the Executive Board members. The Chair and Vice-Chair shall be appointed by the General Assembly. The General Assembly may also assign particular functions to other Executive Board members.
- (9) The Treasurer shall be appointed to the Executive Board by the General Assembly on the basis of the qualification requirements laid down in the Internal Regulations. Without prejudice to the Executive Board's liability under Belgian law, the Treasurer shall be responsible for drawing and keeping the accounts of the Association and reporting financial matters to the Executive Board and General Assembly. The Treasurer is also responsible for ensuring the compatibility of expenses and financial commitments entered into by the Association with the provisions of the approved Budget and Financial Plan.
- (10) The Treasurer's responsibility is to safeguard the financial interests of the Association as a whole. He or she shall act as a neutral observer regarding technical issues and abstain from discussing them (except to the extent that they have a bearing on the finances of the Association).
- (11) Executive Board members shall not receive any remuneration from the Association.

15.3 End of Mandate of an Executive Board member

- (1) The General Assembly may dismiss a member of the Executive Board at any time in accordance with Article 13.9. The mandate of an Executive Board member also ends upon expiration of its term, resignation, or death of the Executive Board member concerned.
- (2) In case of the resignation of an Executive Board member, this member shall stay in post until a replacement is appointed in accordance with Article 15.3.3. In case this is not possible for reasons such as ill health of the person concerned, the Executive Board shall be empowered to co-opt a temporary replacement.
- (3) In cases where an Executive Board member's mandate ends prior to expiration of his or her full term, the General Assembly shall ensure that a new Executive Board member is elected for the remainder of that term as soon as possible. An Extraordinary Meeting shall be convened to appoint the replacement, whose mandate will be confirmed or replaced during the next Ordinary Meeting. If no appointment is possible, the Chair of the Executive Board shall be empowered to provisionally reduce the number of members or to extend the appointment of any temporary replacement co-opted in accordance with Article 15.3.2.
- (4) In addition to Article 15.3.1, any Member may request the removal of a member of the Executive Board in court, in which case the court shall decide whether there are severe grounds justifying removal of the Executive Board member in question. If the court finds that there are such grounds, the Executive Board member in question shall be dismissed only after delivery of a court order.

Article 16 – Meetings and Decisions of the Executive Board

- (1) The Executive Board shall meet at least four times a year. Additional meetings shall be held upon request of at least half of the Executive Board members addressed to the Chair.

- (2) The President and the Vice-President of the General Assembly and the Executive Secretary are invited to meetings of the Executive Board but shall have no voting rights.
- (3) The convenor of Executive Board meetings may invite named guests to attend meetings of the Executive Board, provided that he or she has notified the Executive Board through the agenda of his or her intention to invite them.
- (4) Guests shall have no voting rights.
- (5) The presence of guests shall be subject to approval by the Executive Board through silence procedure.
- (6) Guests may also be asked to leave a meeting when confidential matters are discussed.
- (7) Decisions of the Executive Board shall be taken during duly convened meetings. These meetings can be either in person or, e.g. by telephone or video conference. In all cases the convocation requirements set out in Article 16.1 shall apply accordingly.
- (8) Decisions of the Executive Board may only be adopted in a meeting or other procedure in which at least two thirds of the Executive Board members take part.
- (9) Each Executive Board member, with the exception of the Treasurer, appointed in accordance with Article 15.2.2 shall carry the voting rights of the Members affiliated to the country, or group of countries, that he or she is appointed to represent. Voting rights shall be allocated in accordance with the procedures set out in Articles 13.1 to 13.4.
- (10) Decisions of the Executive Board shall be taken by a simple majority (50% +1) of the votes cast. Calculations requiring a whole number as a result shall be rounded to the nearest whole number.
- (11) For all decisions of the Executive Board:
 - a. abstentions shall not be taken into account and, in the case of a written vote, blank and mutilated votes will not be counted in the votes cast;
 - b. all votes will be taken by a show of hands, unless the person chairing the meeting or an Executive Board member requests a written vote (secret ballot) or provides for an alternate method of voting such as voice vote by telephone or by means of electronic communications;
 - c. an Executive Board member may represent up to one (1) other Executive Board member in any vote. A written proxy, signed by the Executive Board member giving the proxy, shall be required for this purpose. The represented member shall then be considered as present and voting;
 - d. in the case of a tied vote (or in the case of a draw for written vote), the person chairing the meeting shall have a casting vote.
- (12) Items which are not on the agenda may not be discussed unless all members of the Executive Board are present or duly represented and unanimously agree to discuss them.
- (13) The minutes of meetings of the Executive Board shall be kept, at the disposal of Executive Board members, at the registered office of the Association in a separate register. Electronic copies may also be kept.
- (14) Decisions may also be taken by written resolutions (communicated to the members of the Executive Board by post, fax, email or any other means of written communication), by conference call or by videoconference. Decisions taken by written resolutions, conference call or videoconference are deemed to take place at the registered office of the Association. Decisions taken by written resolutions are deemed to come into force on the date mentioned on the letter. Decisions taken by conference call or videoconference are deemed

to come into force on the date of the meeting.

Article 17 – Executive Secretary and Executive Secretariat

- (1) Pursuant to Article 15.1.6, the Executive Board may, under its supervision and subject to approval by the General Assembly, delegate specific tasks to the Executive Secretary. The Executive Secretary shall be a natural person.
- (2) In accordance with Article 16.2, the Executive Secretary shall be entitled to attend all meetings of the Executive Board. He or she may express his or her opinion, but may not cast a vote.
- (3) The appointment of the Executive Secretary is subject to a proposal by the Executive Board and approval by the General Assembly for a period of two years.
- (4) The Executive Secretary may not be appointed from amongst the members of the Executive Board.
- (5) The appointment and resignation of the Executive Secretary shall be published in accordance with the provisions of the Act.
- (6) The Executive Secretary shall not be entitled to act, or to make legally binding declarations, on behalf of (or in the name of) the Association or any of its Members.
- (7) The Executive Secretary may be assisted by any necessary qualified persons according to the needs of the Association, altogether constituting the Executive Secretariat regulated by the Internal Regulations.
- (8) The Executive Secretariat may be a legal entity.

Article 18 – Strategic Advisory Committee

- (1) The Strategic Advisory Committee shall provide the Executive Board with high-level guidance on strategic issues, scientific research priorities, industrial applications of airborne research infrastructures, and the harmonised development of the airborne research fleet. In particular, the Strategic Advisory Committee shall:
 - a. provide advice on the needs of the broad scientific user community for airborne measurements;
 - b. provide advice and guidance about the strategic directions that the Association is taking or should take; and
 - c. assist the Executive Board in prioritising activities, and identifying redundant and missing activities, to meet the Association's strategic goals.
- (2) Further provisions on confidentiality obligations of the Strategic Advisory Committee, its composition and its meetings shall be adopted by the General Assembly in the Internal Regulations.

Article 19 – Ad hoc Committees and Working Groups

- (1) In order to pursue and organise the activities of the Association set out in Article 3, the General Assembly may establish ad hoc committees and working groups for the supervision or implementation of specific activities of the Association.
- (2) Rules and criteria for the formation, operation and dissolution of ad hoc committees and working groups shall be adopted by the General Assembly in the Internal Regulations.

Article 20 - Representation

20.1 Representation of the Association

- (1) The Association shall be validly represented with respect to all acts, including court proceedings, by the signature of the President and the signature of the Vice-President of the General Assembly. The President and the Vice-President may act separately.

- (2) The Association shall also be validly represented by an attorney-in-fact within the limits of his or her power-of-attorney granted by the General Assembly in accordance with Article 13.9.

20.2 No Representation of the Association's Members

For the avoidance of doubt, unless explicitly authorised to do so in writing by the Member concerned, no member of the Executive Board or other representative of the Association shall describe itself as an agent of any Member or act, or purport to act, as an agent of a Member in dealings with any third parties. Nothing in these Statutes shall be construed as granting any representative any such power.

CHAPTER IV - BUDGET, CONTRIBUTIONS AND ANNUAL ACCOUNTS

Article 21 – Financial Year

The financial year of the Association shall coincide with the calendar year.

Article 22 – Resources of the Association

- (1) The Association may realise and finance its activities through:
- a. Membership fees to be paid by its Members, as decided by the General Assembly according to the Budget;
 - b. additional in-cash contributions to be paid by its Members according to the Financial Plan;
 - c. additional in-kind contributions to be made by its Members according to the Financial Plan;
 - d. participation of, or contribution (in cash or in kind) by Partners or other interested persons in the Association's activities; and
 - e. any other legally allowable resources that might be voluntarily paid or granted to the Association.
- (2) The Association cannot, however, grant any loans.
- (3) The means and assets of the Association may only be used for the Association's purpose and activities.

Article 23 – Budget of the Association, Financial Plan, Memberships Fees and Contributions of Members (in kind and in cash)

- (1) Each year the Budget concerning the usage of the Membership fees and additional in-cash contributions for the next financial year, including a proposal on how the Membership fees and additional in-cash contributions will be used, shall be drafted by the Executive Board and submitted to the General Assembly for approval. Further details regarding the submission and approval of the Budget are determined in the Internal Regulations.
- (2) Each year a Financial Plan (which shall be based upon the Activity Plan outlined in Article 4.1) shall be drafted by the Executive Board and submitted to the General Assembly for approval. The Financial Plan shall detail the proposed usage of Members' contributions for the following financial years covered by the Activity Plan.
- (3) A decision of the General Assembly to approve a Financial Plan shall be taken subject to Members confirming availability of the full contributions expected from them.
- (4) If confirmation of the availability of the contributions is not forthcoming within the period set forth in the Internal Regulations, the unconfirmed contribution(s) shall be deemed unavailable and a new Financial Plan shall be drafted by the Executive Board and submitted to the General Assembly for approval.
- (5) Pursuant to Article 13.9(e), the General Assembly is fully empowered to approve, reject,

amend, or require the Executive Board to amend any Financial Plan submitted to it for approval.

- (6) Further details regarding the submission and approval of the Financial Plan are set out in the Internal Regulations.
- (7) The contributions of Members may be grouped into (i) "in-cash contributions" (Membership fees and other additional in-cash contributions); and (ii) "additional in-kind contributions" (e.g. personnel costs, airborne infrastructure availability, goods and services other than in-cash contributions).
- (8) The General Assembly shall, together with adoption of the Budget, decide on the amount and due date of the Membership fees pursuant to Article 13.10(c). Changes concerning Membership fees shall be reflected in the Internal Regulations.
- (9) In-cash contributions shall be made in Euros (€). Where the Euro is not the currency used in the Member's country of origin, the currency shall be converted into Euro using the Euro Foreign Exchange Reference Rates published by the European Central Bank in Frankfurt/Main, Germany, on the payment date. This Euro Foreign Exchange Reference Rate is displayed on the appropriate Reuters Screen as of 11:00 a.m., London time.
- (10) For the purpose of determining the number of votes set out in Article 13.3, the General Assembly shall be informed of the monetary value of the in-kind contributions provided by the Members during the reference period based on the criteria set out in Article 7.1(b).
- (11) The monetary value of the in-kind contributions shall be added to the amount of the in-cash contributions paid during the reference period, in order to calculate (i) the total amount of in-cash and in-kind contributions made during the reference period in question; and (ii) the specific proportions contributed by each Member to the total amount of contributions.
- (12) The proportion of aggregate that each Member contributed during the reference period to the total amount of the in-cash and in-kind contributions shall be taken into account for determining the number of votes of a Member in meetings of the General Assembly and Executive Board in accordance with Articles 13.3 and 16.9 respectively, from the second financial year of the Association onwards.
- (13) Details regarding the definition of the reference period and associated accounting modalities shall be set out in the Internal Regulations.
- (14) The Budget adopted by the General Assembly shall be binding upon the Executive Board. The General Assembly may, however, in exceptional cases and upon request of the Executive Board, revise the Budget in-year.

Article 24 – Annual Report and Annual Accounts

- (1) Within four months of the end of each financial year, the Executive Board shall submit to the General Assembly an Annual Report (the Annual Report) on the activities of the Association. The Annual Report shall include:
 - a. a progress report on implementation of the Activity Plan;
 - b. a report on the Executive Board's management of the Association over the past year;
 - c. the Annual Accounts, comprising a balance sheet and a profit and loss account for approval by the General Assembly; and
 - d. an executive summary of any committee and/or working group activities carried out during the past year. Chairpersons of committees and/or working groups may be asked by the General Assembly to deliver further reports.
- (2) The Annual Report and the Annual Accounts shall be audited by an independent, external

auditor, at the expense of the Association, if it is required by the Law or if the annual expenditure of the Association exceeds the thresholds defined in the Internal Regulations. The auditor shall be appointed by the General Assembly before the end of the year in which the need for an audit arises.

If a statutory audit is required, the audit of the financial situation, the Annual Accounts and verification that the transactions set out in the Annual Accounts comply with the legal requirements of the Statutes shall be entrusted to one or several statutory auditors ("commissaries"), appointed from amongst the members of the Belgian Institute of Auditors ("Instituut der Bedrijfsrevisoren"/ "Institut des Reviseurs d'entreprises") or from amongst the official registered audit officers. The auditor(s) shall be appointed by the General Assembly.

Otherwise, the General Assembly or any Member may appoint an internal auditor.

- (3) Any Member of the Association may request an audit of the Annual Accounts by an independent external auditor at its own cost.
- (4) In any of the above cases, the auditor's report shall be presented to the General Assembly together with the Annual Report.
- (5) The decision on approval of the Annual Report and the Annual Accounts shall be taken six months after the end of the financial year at the latest.

CHAPTER V - MISCELLANEOUS

Article 25 – Winding up / Liquidation

- (1) Without prejudice to any mandatory provisions of the Belgian law that may be in force at the relevant time, the Association may be dissolved upon a decision of the General Assembly in accordance with the provision of Article 13.10(f).
- (2) In the case of liquidation, dissolution, or annulment of the Association, or the discontinuation of its non-profit purposes, the remaining assets of the Association shall devolve to a public or tax-privileged body of the European Union fostering research and development, which must use the assets directly and exclusively for scientific, non-profit purposes.
- (3) In case of liquidation of the Association, the General Assembly shall appoint liquidators, establish their powers and decide how to allocate the liquidation surplus.
- (4) After any decision to dissolve the Association, the Association should indicate on all documents prepared and sent by it that it is "in liquidation".
- (5) 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 at least ten years.
- (6) The dissolution of a legal person that is a Member of the Association shall not lead to the dissolution of the Association, unless otherwise decided by the General Assembly.

Article 26 – Internal Regulations

Further to the enabling provisions in other Articles of these Statutes, the Executive Board may propose and the General Assembly may adopt, alter, supplement or repeal Internal Regulations for the Association as permitted by Belgian law. Such Internal Regulations are supplementary and subordinate to these Statutes.

Article 27 – Disputes

In case of controversy among the Members, the dispute shall be brought before three (3) arbiters, all educated in Belgian law and fluent in English. They will judge according to Belgian law and the

procedures of the International Chamber of Commerce. One (1) arbiter shall be elected by each party and the two (2) arbiters will elect a third arbiter. The proceedings shall be held in Brussels, in English. The decision of the arbiters is binding.

Article 29 – Entry into force

- (1) After the date on which the present deed of incorporation, including these Statutes, is signed by all founding Members, the present deed, these Statutes, and all other documents required by law and by the practice of the Federal Public Service of Justice, shall without delay be deposited with the Federal Public Service of Justice for the granting of legal personality to the Association by Royal Decree, pursuant to which the Association shall be deemed incorporated.
- (2) These Statutes enter into force on the date of the Royal Decree granting legal personality.
- (3) The Association acknowledges that various actions or commitments have been taken or have been made under its name prior to the signing of the present deed of incorporation. Other actions or commitments may also be taken or signed on its behalf between the date of the present deed of incorporation and the date of the Royal Decree that shall grant the Association a legal personality. Provided that these actions or commitments were duly performed by a representative acting in the interest of the Association, it is the intention of the Association to takeover these actions or commitments.

Article 30 – Language

The working language of the Association is English. All internal documents and information shall be written in English, with the exception of the Statutes and any other document that, according to Belgian law, must be written in one of the official Belgian languages; these documents shall be written in French. The English translation of the Statute shall prevail for disputes amongst Members.

Article 31 – Amendment

- (1) Any amendment to these Statutes shall be in writing and shall be subject to a decision of the General Assembly in accordance with Article 13.10.
- (2) Amendment of the purpose and the activities of the Association shall only be effective after approval by a Royal Decree in accordance with Article 50, §3 of the Act. Amendments to the powers, the procedure of convocation and the decision-making of the General Assembly, the conditions on which the Members are informed of its decisions, the conditions for making amendments to the Statutes, the dissolution and liquidation of the Association and the allocation of the assets of the Association, must be executed before a Belgian notary in accordance with Article 50, §3 of the Act.

Article 32 – Competent Court

The courts of the judicial district in which the Association's registered office is located shall have exclusive jurisdiction to hear any disputes that may arise between the Association, its Members, Executive Board members, statutory auditors and liquidators concerning the Association's activities and the execution of these Statutes.

Article 33 – Final Disposition

Everything that is not regulated by the present Statutes will be subject to the dispositions of Chapter III of the Act.