

**Association Internationale Sans But Lucratif « ASD-STAN »**Company n° 0866465960

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**NEW STATUTES****Article 1 – Name**

An “Association internationale sans but lucratif” shall be formed according to the provisions of Title III of the Belgian law of 27 June 1921 on the non-profit organisations, the foundations and international non-profit organisations, the name of which shall be “ASD-STAN” hereunder referred to as “The Association”.

This Association is called “ASD-STAN” in reference to international non-profit organisation “Aerospace and Defence Industries Association of Europe” (company n° 0456.592.559, hereunder referred to by its abbreviated name “ASD”). Its seat is presently at 1000 Brussels, Rue Montoyer 10.

**Article 2 – Purpose**

The aim of the Association is essentially scientific and pedagogic.

The purpose of the Association is to develop, publish, maintain and promote the utilisation of European Aerospace Standards and to provide other related services to support the competitiveness of the European Stakeholders in the Aerospace market. Therefore, the Association will develop its activities in cooperation with ASD, whose object is to promote research at an international level into scientific, economic, political and legal issues in the field of common interest to aerospace.

ASD-STAN will implement its activities in coherence with policy directives and guidelines established by ASD.

The Association will act on behalf of ASD as the recognised Organisation for European Aerospace Standards.

The Association is authorized to take all actions and operations as well as to take all measures necessary to achieve its aims, and included and not only, accept any donation, will or inheritance according to the provisions of Belgian law.

The Association may, within the limits of its purposes, represent its members with the concerned authorities of the European Union and any relevant international organisation.

**Article 3 – Registered office**

The registered office of the Association is located in Belgium, 1000 Brussels, Rue Montoyer 10. The registered office may be transferred upon decision of the Board of Directors, anywhere in Belgium. The decision of the transfer shall be published in the Annexes of the Moniteur belge.

Additional offices may be established in countries where Promoting members headquarters are located.

**Article 4 – Duration**

The duration of the Association is unlimited. Its dissolution may be declared only by an extraordinary meeting of the ASD-STAN General Assembly.

## **Article 5 - Membership**

5.1. The membership of the Association shall be open to national aerospace associations, national trade associations and legal entities, by the law of their European home countries or other countries. Those are the following entities:

- National aerospace associations or national trade associations which are also members of ASD;
- Legal entities operating in one of the ASD member countries;
- European legal entities and organisations operating in the field of Standardisation or in the aerospace industry and related defence sector.

Legal entities outside the ASD member countries may be accepted following a specific decision of the ASD-STAN General Assembly in the following categories: Regular, Associate members and Observers.

5.2. The Association comprises different categories of membership:

- Promoting members
  - Promoting membership may be obtained which is established in one of the ASD member countries.
  - A Promoting Member commits itself to provide an initial substantial entrance fee (initial fee) and to provide, during the term of the Association, substantial support.
- Regular members
  - Regular membership is open to legal entities
  - A Regular Member commits itself to contribute to the financing and the work of the Association.
- Associate members
  - Associate membership is open to legal entities
  - An Associate member commits itself to contribute to the Association as determined by the Board of Directors.
- Observer members
  - Observer membership is open to legal entities entitled to become a Promoting or Regular member.

## **Article 6 – Rights and Obligations of Members**

Members of the Association shall have one of the following categories of membership:

### 6.1. Promoting members

Promoting membership may be obtained which is established in one of the ASD member countries.

For the first two years, France, United Kingdom and Germany will be designated as Promoting members. For each of those Promoting countries, up to two legal entities will participate to the Association as Founding members.

A Promoting member commits itself:

- To pay an entrance fee fixed (initial fee) at a total amount of 150,000 Euro, or at an amount fixed by the General Assembly, for the members of each Promoting country for each of the first two years. Exceptionally, the contribution may be in the form of a secondment to fill one of the established Executive Staff posts, providing a relevant candidate is selected in open competition;
- To pay the yearly fees;
- To provide substantial financial or personnel support;

- To comply with the Statutes and Rules of Procedure;
- To contribute to the work of the Association;
- To make use of the standards produced;
- To promote those standards for use as the basis for international standards.

A Promoting member has the right to designate its representatives to participate in the work of the Association by attending meetings of the General Assembly, and dedicated groups established within the Technical Authority, with the right to vote.

Promoting members shall have two votes each in the General Assembly of the Association. They are entitled to propose individual candidates for the Board of Directors.

## 6.2. Regular members

Regular membership may be obtained which is established in one of the ASD member countries, not eligible for Promoting membership but wishing to contribute to the financing and the work of the Association.

For the first two years, Italy and Sweden will be designated as Regular countries. For each of those Regular countries, one designated legal entity will represent them within the Association as Founding member.

A Regular member commits itself:

- To pay an entrance fee fixed at a total amount of 20,000 Euro or at an amount fixed by the General Assembly, for the members of each Regular country for each of the first two years (which can be modified by the Board of Directors in the future);
- To pay the yearly fees;
- To comply with the Statutes and Rules of Procedure;
- To contribute to the financing of the Association;
- To contribute to the work of the Association;
- To make use of the standards produced
- To promote those standards for use as the basis for international standards.

A Regular member has the right to designate its representatives to participate in the work of the Association by attending meetings of the General Assembly and dedicated groups established within the Technical Authority with the right to vote. Regular members shall have one vote in the General Assembly of the Association. They are entitled to nominate individual candidates for the Board of Directors.

## 6.3. Associate members

Associate membership may be obtained by a legal entity, be it an association, a company, a consortium or an organisation which is established in one of the ASD member countries or outside, not eligible for Promoting or Regular membership.

An associate member commits itself:

- To contribute to the work of the Association in accordance with the Board of Directors decisions;
- To pay the yearly fees;
- To make use, as applicable, of the relevant standards produced;
- To support those relevant standards for use as the basis for international standards

An Associate member shall have the right to designate its representatives to attend meetings of the General Assembly without the right to vote.

Subject to approval by the Board of Directors, designated representatives of Associate members have the right to participate in the work of the Association by attending meetings of specified groups within the Technical Authority with the right to vote within these specified groups.

#### 6.4. *Observers*

Observer membership may be obtained by a legal entity entitled to become a Promoting or a Regular member.

Subject to approval by the Board, observers have the right to attend meetings of specified groups within the Technical Authority without the right to vote.

#### ***Article 7 - Admission to Membership***

The admission to the Association of a new member in one of the categories will be decided by the General Assembly upon proposal of the Board. Application for membership shall be made in writing to the President of the Board of Directors. Upon approval of the Board of Directors, the General Assembly shall decide on the application and determine the category of membership and the membership fees (initial fees, yearly fees).

Following the General Assembly decision, the General Director shall inform the applicants on conditions and acceptance of the application for membership. The General Director, with approval of the Board of Directors may authorise provisional participation of applicants within the Technical Authority before formal approval.

Upon request of a member after the first two years of the existence of the Association, the transfer to another category of membership will be decided by the Board of Directors. The transfer will take effect on January 1<sup>st</sup>, of the next year.

#### ***Article 8 – Termination of Membership***

Membership may be terminated by dissolution, resignation or expulsion.

A member may resign from membership by giving notice in writing to the Board of Directors. Provided notice is given before September 1, the resignation shall take effect at the end of the current financial year, otherwise at the end of the year following.

A member may be expelled after notification by registered letter with advice of delivery if it does no longer possess the qualifications required under the Statutes or has committed a substantial breach of its obligations as a member.

A member shall be expelled from membership if it has not paid all of its contributions within ninety days of the dispatch of a final demand to pay, made by the General Director in the form of a registered letter with advice of delivery.

From the beginning of the ninety-day period referred to above and until payment is made in full, the member's right to vote in the General Assembly and to participate in the work of any body within the Association shall be suspended.

Expulsion of a member is decided by the Board of Directors with a two-third majority after hearing the member. The expulsion shall take effect from the date fixed by the Board of Directors and notified by registered letter with advice of delivery.

#### ***Article 9 - Resources***

The Association is a non profit-making association.

Its financing is provided by:

- Membership fees (initial fees and yearly fees);
- Fees paid by users of standards produced by the Association;
- Grants from public authorities;
- Remuneration received in return for services provided by the Association;
- Any other resources authorised by the legal texts and regulations.

### **Article 10 - The Organs of the Association**

The Association shall consist of:

- The General Assembly;
- The Board of Directors;
- The Technical Authority;
- The delegate to the daily management, appointed under the present statutes “ General Director ”
- Anybody set up by the Board of Directors.

### **Article 11 – General Assembly (GA)**

#### 11.1. Composition

The General Assembly shall comprise all members of the Association irrespective of the category of membership.

#### 11.2. Responsibilities

The responsibilities of the General Assembly shall include:

- To determine the Association policies;
- To adopt and to modify the Statutes and the Rules of Procedure;
- To approve the balance sheet of the preceding year and the forthcoming budget,
- To decide upon matters that are not covered by the Statutes,
- To designate the Board of Directors members and the President of the Assembly and of the President of the Board of Directors. The President will be elected for a period of two years.

#### 11.3. General Assembly

The General Assembly shall be convoked by the President and shall meet at least once a year.

Notification of the General Assembly, together with date, agenda, location and any supporting documents, shall be issued at least 30 days in advance. The convocation shall mention the agenda, the date and place of the meeting.

The President shall chair the General Assembly.

#### 11.4. Extraordinary meeting of the General Assembly

Upon written request of a simple majority of the Promoting and Regular members, the President shall convene an extraordinary meeting of the General Assembly. A minimum of 45 days notice shall be given for an extraordinary meeting. A draft agenda and supporting documents shall be included with the calling notice which will mention the date and place of the meeting.

#### 11.5. Voting rights

The meeting of the General Assembly shall be valid when at least 2/3rd of the total of the Promoting members and of the Regular members are present or represented.

Each Promoting member shall be entitled to two votes; each Regular member shall be entitled to one vote. Decisions shall be taken by a majority of 2/3rd of the ballots cast by the members present

or represented. During the first two years of the Association, if there is unanimity of votes, on one point, by the Promoting members, their decision shall prevail.

Decisions of the General Assembly shall be logged in a register.

### **Article 12 – Board of Directors**

The Board of Directors shall exercise the most extended powers for the administration and management of the Association except for the acts reserved to the competence of the General Assembly according to the present Statutes.

The Board of Directors could be assisted by or delegate to one or several management committees and/or one or several persons, chosen within or outside the Association, shall determine the powers and possibly the remuneration, regardless of the General Director that the Board of Directors from among its members or not, fixing, if any, compensation and vested with the daily management of the Association and representation regarding such management. It is the Board of Directors belongs the power to remove its appointees.

If necessary, the Board shall determine the composition and competences of these management committees. It shall also appoint its members and their representatives. It shall fix the duration of their mandate.

#### 12.1. Composition

Only individuals nominated by Promoting members, Regular members and ASD can be elected members of the Board. ASD will delegate an ASD senior member to participate to the Board. The Board shall be appointed by the General Assembly. It shall be constituted by at least 10 members. It shall comprise:

- One President (appointed under the present statutes the “President”);
- One or more Vice-Presidents;
- The Treasurer.

Mandates of the directors, or the Vice-Presidents and Treasurer will be valid for a duration of 10 years, renewable. The Board of Directors appoints and dismisses ° Vice President (s) and Treasurer

#### 12.2. Responsibilities

The powers of the Board of Directors shall be include:

- Approval of yearly balance sheet and budget for submission to the General Assembly;
- Preparation and monitoring of budgets and development plans;
- Proposal to the General Assembly of membership fees (initial and yearly) for Promoting, Regular, Associate and Observers members;
- Selection and appointment of the Executive Staff, including the Director and delegation of powers to the Executive Staff;
- Preparation and updating of possible modification to the Statutes and to the Rules of Procedure for approval by the General Assembly;
- Ensure implementation of any agreement between ASD and the Association;
- Ensure implementation of any agreement between ASD-STAN and other organisations.

#### 12.3. Convocations

The Board of Directors shall meet according to the needs of the Association, or upon request of at least two Promoting members, through convocation by the President. The Board of Directors shall meet at least twice a year.

The convocations shall be sent out at least 15 days in advance, together with the agenda and the place of the meeting.

#### 12.4. Voting rights

Each member of the Board of Directors shall be entitled to one vote (except the treasurer and ASD delegates). For a vote to be valid there shall be a quorum of at least 2/3rd of the voting Board of Directors members.

Decisions shall be taken by a qualified majority of 2/3rd of the ballots cast by the members present or represented by a proxy given to another Board of Directors member.

In case of equality of votes, the President shall have a casting vote.

However, during the first two years, if there is unanimity of votes, on one point, by the members representing the Promoting members, their decision shall prevail.

Decisions of the Board of Directors shall be logged in a register.

#### **Article 13 - Technical Authority**

The members of the Technical Authority will be appointed by the Board of Directors and will be composed by senior experts nominated by members of the Association and/or by users of the ASD Standards.

Within the Technical Authority dedicated groups will be created to cover the main areas of specialisation.

The Technical Authority will be responsible for creating the technical content of the standards on a consensus basis in line with the principles stipulated in the Terms of Reference of the Technical Authority and approved by the Board of Directors.

#### **Article 14 – Representation of the Association**

Towards third parties, the Association will be represented by its President or as part of the daily management by the Director General who will not have to show any justification for their power to represent the Association other than the evidence of their appointment to their position.

The President or any other Director shall be competent to follow, on behalf of the Association, the legal actions filed for and against the Association.

The Association may also be represented by individuals designated and empowered by the Board of Directors.

#### **Article 15 - Financial year**

The financial year shall start on 1<sup>st</sup> January and end on 31<sup>st</sup> December of each year. Nevertheless, the first financial year will start by the date of the royal decree which will confer the legal status of the Association and end on 31<sup>st</sup> December 2000.

#### **Article 16 - Amendments to the Statutes**

The Statutes may be amended only by a decision taken by the General Assembly in a specially convened meeting called with a notice of not less than three months. Decisions shall be taken by a qualified majority of 2/3rd of the ballots cast by the members present or represented.

Amendments to the statutes shall only take effect after compliance with the provisions requested by article 5, § 3 of the law and after publication in the annexes of the “Moniteur belge” according to article 51, § 3 of the law.

**Article 17 – Dissolution**

The decision for dissolution of the Association can only be taken by a General Assembly constituted by at least 2/3rd of its members. This Decision must be approved by a 2/3rd majority of the ballots cast by the members present or represented.

In case of dissolution of the Association pronounced by the General Assembly, the latter shall at the same time, fix the terms of liquidation, shall appoint one or more liquidators to dispose of the assets of the Association, shall determine their powers and assign any remaining assets after payment of the liabilities. The assets remaining after the payment of the liabilities will be passed onto a non-profit making organisation whose objectives are similar to that of the Association. Under no circumstances, may the remaining assets of the liquidation be distributed amongst the members, its bodies or representatives of the Association.

**Article 18 - Application of the Belgian law of 27 June 1921**

Everything which is not defined by these Statutes shall be regulated by Title III of the Belgian law of June 27, 1921 on the non-profit organisations, the foundations and the international non-profit organisations.