

EUCASS

The European Conference for Aeronautics and space Sciences

Part I. Name, headquarters, aims and activities.

Article 1. Name of the company

An international non-profit association (AISBL) called "EUCASS" is hereby established.

This association is governed by the provisions of the Companies and Associations Code applicable to international not-for-profit associations.

Article 2. Head Office

The association's registered office is located at Rue Washington 40, 1050 Brussels (Brussels Capital Region, Belgium).

To the fullest extent permitted by law, the registered office of the association may be transferred by a simple decision of the Board of Directors to be published in the Annexes to the Belgian Official Gazette, *Moniteur belge*. In such a case, the board of directors has licence to change the registered office of the association in the bylaws of the association and to proceed with the publication in the Annexes of the *Moniteur belge* of the coordinated version of the articles of association.

The association also has a secondary office located at 1640 *Rhode-Saint-Genèse, Chaussée de Waterloo, 72*.

Article 3. Aims and activities

The association pursues the following non-profit-making objective of international relevance:

- manage and lead the organisation of a periodic congress on Aeronautical and Space Sciences that brings together scientists, engineers and decision makers on an annual or biannual basis;
- manage the organisation of specialist workshops on advanced research topics.

The means by which the association proposes to achieve its goal is essentially the following: bring together all the private people and organisations concerned into a EUCASS Programme Committee, a supporting Committee and *ad hoc* Technical Committees, and procure them with the necessary means.

Article 4. Language

The Articles of the Association are drawn up in French and English. The French version is the official version of the statutes and prevails.

English is the working language of the association.

Part II. Members of the Board

Article 5. Membership status

The association is composed of the following categories of members:

1. Full members: this category is made up of former founding members as well as members admitted to this status by the general assembly;
2. Emeritus members: this category will be composed of individuals who have made a significant contribution in a specific scientific field. These members are admitted by the general assembly following proposal from the Board of Directors;
3. Honorary members: personalities whose participation contributes to the notoriety of the association. They are admitted to this status by decision of the general assembly following proposal from the Board of Directors.

Membership may not be assigned or transferred to a third party.

Article 6. Admission, resignation, exclusion and suspension

A. Admission

Requests for admission are addressed to the Chairman of the Board of Directors. Applications for admission specify the category of membership to be granted.

The general assembly rules on applications for admission.

The Board of Directors shall inform the candidate of the decision taken.

The decision is not subject to appeal. The reasons for the refusal must not be mentioned.

B. Resignation, exclusion and suspension

Members are free to leave the association at any time by sending their resignation by registered mail or electronic mail to the association's secretariat.

The resignation becomes effective on the last day of the current financial year from the date of its receipt. Resigning members remain liable to pay all outstanding financial obligations until the end of this period.

In addition, any member who fails to pay the membership fee or any amount due within one month from receipt of the reminder sent by registered mail will be deemed to have resigned from the end of this one-month period. However, this member is required to pay all the financial obligations due up to the last day of the financial year in which his resignation becomes effective.

Any member who is not present or validly represented at 2 consecutive meetings of the General Assembly shall be considered as resigning as from the end of the second consecutive meeting. However, this member is required to pay all the financial obligations due up to the last day of the financial year in which his resignation becomes effective

The general assembly may exclude any full member who either (i) no longer meets the admission criteria, or (ii) does not fulfill his obligations provided for in the statutes and / or internal rules, or (iii) acts in a way that gravely undermines the interests of the association, or (iv) acts in a manner

contrary to the common values and ethics of the association, and/or (v) does not comply with the decisions of the bodies of the association.

The full member is invited to present his defence before any decision is taken by the general assembly.

The decision:

- (i) is adopted by a simple majority of the votes cast;
- (ii) specifies the reason or reasons described above in paragraph 4 (i) to (v) on which the exclusion is based;
- (iii) shall take effect immediately, unless otherwise decided by the General Assembly;
- (iv) is immediately notified to the excluded Full Member;
- (v) is final and not subject to appeal.

The Board of Directors may suspend, until a decision is taken by the General Assembly, the full members guilty of having violated all or part of the provisions set out above in paragraphs 4 (i) to (v).

The exclusion of an Emeritus or Honorary Member shall be decided by the Board of Directors after the Emeritus or Honorary Member concerned has been heard or at least convened. The exclusion decision need not be reasoned, is final and takes effect immediately.

An excluded member shall remain liable for all financial obligations due until the last day of the financial year in which his exclusion was decided.

A resigning member, who is considered to have resigned or to have been excluded, may not claim any right to the assets of the association.

Article 7. Contributions and financial resources

Members may be invited to pay a membership fee set by the General Assembly on the proposal of the Board of Directors.

In addition, the association can ensure its financing by:

- (i) a contribution to the projects, actions or activities of the association, supported by all or part of the members or third parties;
- (ii) royalties for the use of intellectual property rights held by the association;
- (iii) sponsorship agreements with all or some of the members or third parties;
- (iv) donations;
- (v) miscellaneous income resulting from its activities;

- (vi) subsidies or grants from national, European or international public authorities;
- (vii) any other form of authorized financial resources.

Title III. General Assembly

Article 8. Responsibilities

The following powers are reserved for the general meeting:

- a) amendment of the Articles of Association;
- (b) appointment and dismissal of directors (also referred to as "members of the Bureau") and determination of their remuneration in cases where they are awarded remuneration;
- (c) where applicable, appointment and dismissal of the statutory auditor (or an auditor) and determination of his remuneration;
- (d) approval of budgets and annual accounts;
- (e) discharge to be granted to the directors and, if applicable, to the auditor;
- f) dissolution of the association;
- (g) admission of members and exclusion of full members;
- (h) the adoption and amendment of internal regulations;
- (i) all other cases where required by law or the Articles of Association.

Article 9. Composition and voting rights

The General Assembly is composed of all full members.

Full members each have one vote.

Emeritus and honorary members are called to the General Assembly and may express their opinion but do not have the right to vote. They are not taken into account in the attendance quorum.

Third parties may participate in the meetings of the General Assembly as observers, at the invitation of the Board of Directors. They may issue an opinion but do not have the right to vote.

Article 10. Method of convening the meeting

The President convenes the General Assembly on his own initiative or at the request of one fifth of the full members of the association.

The General Assembly shall meet at least once a year at the place indicated on the notice of meeting.

The notice shall be sent by letter, e-mail or any other means of communication at least fifteen calendar days before the meeting and shall contain the agenda and annexes. This period of 15 calendar days may be shortened in cases of duly justified urgency.

Article 11. Decision-making process

The General Assembly shall only validly deliberate if at least one third of the full members are present or validly represented. If the quorum is not reached, a second meeting shall be convened. At this second meeting, it shall be validly deliberated and decided, based on the same agenda as that of the first meeting, regardless of the number of effective members present or validly represented.

Except in the exceptional cases provided for in these Articles of Association, resolutions shall be passed by a simple majority of the votes of the full members present or validly represented.

All votes shall be by a show of hands, unless the person chairing the meeting, or a full member requires a written vote (secret ballot).

Abstentions and blank or irregular votes are not taken into account in the votes cast (neither in the numerator nor in the denominator).

The President (or his substitute) presides over the meetings of the General Assembly. The chairman of the meeting may appoint a secretary.

The full members may each be represented at the General Assembly meeting by another full member with a proxy. However, each full member may not hold more than five (5) proxies.

The General Assembly meeting may only deliberate and take decisions on the items on the agenda, unless otherwise decided by a majority of the votes cast.

Meetings of the General Assembly may also be validly held by telephone conference, videoconference or web-conference.

Decisions of the General Assembly may also be taken by written resolutions of the full members provided that each full member with voting rights has been informed at least 15 calendar days in advance of the decisions to be taken. This period of 15 calendar days may be shortened in the event of a duly justified emergency. Decisions shall take effect on the date mentioned in the written resolutions and shall be deemed to have been taken at the registered office of the association.

The decisions taken by the General Assembly shall be recorded in minutes which shall be sent to all members within thirty calendar days of the date of the meeting.

Article 12. Conditions for amending the Articles of Association and for dissolution and liquidation

Any proposal to amend the Articles of Association or dissolve the association must be made by the Board of Directors acting by a simple majority.

The Board of Directors must inform the full members of the association at least two (2) months in advance of the date of the meeting of the General Assembly which will decide on the said proposal as well as the proposed amendments.

The General Assembly can only validly deliberate on the proposal if it brings together two thirds of the effective members, present or validly represented, of the association. The decision shall be taken by a two-thirds majority of the votes cast.

However, if the General Assembly does not bring together two thirds of the full members of the association, a new meeting shall be convened which shall decide definitively and validly on the proposal, by the same two thirds majority of votes whatever the number of full members present or validly represented, at the earliest fifteen calendar days after the first meeting.

Any net assets after liquidation will be allocated to a non-profit legal person governed by private law pursuing a similar corporate purpose or, failing that, for a disinterested purpose (to be determined).

Part IV. Board of Directors (also referred to as the "Bureau")

Article 13. Responsibilities

The Board of Directors has all the powers, except those reserved for the General Assembly either by the law or by the bylaws.

The Board of Directors may, under its responsibility, delegate part of its powers for certain operations and tasks to a director or another person, whether the latter is or is not a member of the association.

Article 14. Composition

The Board of Directors is a college composed of at least five members.

The directors are appointed by the General Assembly. They are chosen from among the full members.

Unless otherwise decided by the General Assembly, the term of office of the directors shall be four years, renewable, and their term of office shall take effect at the end of the meeting of the General Assembly at which they were appointed, unless otherwise decided. Unless otherwise decided by the General Assembly, the mandate of the directors is also conferred without stipend.

Any director who wishes to resign must send a written notice of his or her resignation to the Chairman of the Board of Directors.

Any director who is not present or validly represented at 4 consecutive meetings of the Board of Directors will be considered as resigning as from the end of the fourth consecutive meeting.

The directors may be dismissed by the General Assembly deciding by a two-thirds majority of the votes of the effective members present or validly represented.

In the event of a vacancy (including due to resignation), a new director may be co-opted by the Board of Directors. The term of office of the new director shall end at the same time as that of the replaced director. Confirmation of the appointment of the new director is subject to the approval of the General Assembly at its next meeting, or of the actual members by written resolutions.

Third parties may participate in meetings of the Board of Directors as observers, at the invitation of the Board of Directors. They may issue an opinion but do not have the right to vote.

Article 15. Method of convening the meeting

The President shall convene the Board of Directors on his own initiative or at the request of one-third of the directors.

The notice shall be sent by letter, e-mail or any other means of communication to all directors at least seven calendar days before the meeting and shall contain the agenda and annexes. This notice period may be shortened in cases of duly justified urgency.

Article 16. Representation

Each director may be represented at a meeting by giving a written proxy to another director. A Director may represent up to three other directors. The Board of Directors may determine the form of proxies in the notice of meeting and require that they be deposited or sent at least one business day before the meeting.

Article 17. Decision-making process

The Board of Directors may only validly deliberate if a majority of its members are present or validly represented.

Resolutions of the Board of Directors are passed by a majority of the votes of the directors present or validly represented. In the event of a tie, the chairman of the meeting shall have the casting vote.

All votes shall be by a show of hands, unless the chairperson or a director requires a written vote (secret ballot).

Abstentions and blank or irregular votes are not taken into account in the votes cast (neither in the numerator nor in the denominator).

The President (or his substitute) chairs the meetings of the Board of Directors. The chairman of the meeting may appoint a secretary.

The Board of Directors may only deliberate and take decisions on the items on the agenda, unless otherwise provided by a majority of the votes cast.

Meetings of the Board of Directors may also be validly held by telephone conference call, videoconference or web-conference.

Decisions of the Board of Directors may also be taken by written resolutions of the Directors provided that each Director has been informed at least seven calendar days in advance of the decisions to be taken. This period of seven calendar days may be shortened in the event of a duly justified emergency. Decisions shall take effect on the date mentioned in the written resolutions and shall be deemed to have been taken at the registered office of the association.

The decisions taken by the Board of Directors are recorded in minutes that are sent to all directors following the meeting.

Article 18. Officers

The Board of Directors shall elect from among its members a President, at least two Vice-Presidents, a President of the Technical Committee and a Treasurer.

The Board of Directors is authorised to appoint from among its members, deputies to the positions of Chairman of the Technical Committee and Treasurer, and elect a deputy to the President from among the Vice-Presidents

The President presides over the meetings of the General Assembly and of the Board of Directors. In his absence, he is replaced by his deputy or another Vice-President in the absence of his deputy or by another Director.

The Board of Directors may elect, from among its members and from among the persons who have previously held the position of President, an Honorary President. The association may only have one Honorary President in office.

Unless otherwise decided by the Board of Directors, the term of office of the officers shall be 4 years, renewable, except for the term of office of the Honorary President, which shall be one year, renewable. Unless otherwise decided by the Board of Directors, the mandates of the officers shall be granted free of charge and shall take effect at the end of the meeting of the Board of Directors at which they were appointed.

The Board of Directors has licence to revoke the mandate of the officers at any time.

Article 19. Day-to-day management

The Board of Directors delegates the daily management of the association to a Daily Management Committee.

The Daily Management Committee is composed of the following persons:

- the President;
- the Honorary President, or when an Honorary President is not appointed, a Vice-President appointed by the Board of Directors;
- the Treasurer;
- the Chairman of the Technical Committee.

The organisation and operating rules of the Daily Management Committee shall be determined in accordance with the rules described in the internal regulations, if applicable.

Article 20: Committees

The Board of Directors is competent to set up committees that act in an advisory capacity. The composition and functioning of the committees are more fully defined in the internal regulations.

Article 21. Representation of the association

All acts that bind the association are, unless special powers of attorney are granted, signed by two directors who will not have to justify to third parties the powers conferred for this purpose.

Legal proceedings, both as plaintiff and as defendant, are monitored by the Board of Directors represented by its President or a director appointed for this purpose by the latter.

The association is also validly represented by a Director within the limits of its mandate.

Title V. General provisions

Article 22. Budget and accounts

The financial year begins on the first of January and ends on the thirty-first of December each year.

The annual accounts for the past financial year and the budget for the following financial year are drawn up by the Board of Directors each year and submitted for approval to the General Assembly at its next meeting.

Article 23. Auditing

To the extent required by the Companies and Associations Code, the audit of the financial situation, of the annual accounts and of the regularity with regard to the Companies and Associations Code and the Articles of Association of the transactions to be recorded in the annual accounts, is entrusted to an auditor who is appointed by the General Assembly from among the members of the Institute of Company Auditors. He then bears the title of Commissioner.

Even when the Code of Companies and Associations does not require it, the General Assembly may appoint an auditor, either from among the members of the Institute of Company Auditors or not.

Article 24. Internal regulations

The General Assembly has competence to adopt and amend internal regulations. These regulations regulate the operation of the association and of its organs in general, without being contrary to the law or the statutes.

The Board of Directors is authorised to adapt the reference in the Articles of Association to the latest approved version of the Internal Regulations and to publish the coordinated version of the Articles of Association following an amendment to them.

Article 25. General clause.

Anything not explicitly provided for in these Articles of Association and the Internal Regulations shall be governed by the provisions of the Companies and Associations Code applicable to international non-profit associations.

Any dispute relating to the statutes, the internal regulations or any decision of one of the association's organs is governed by Belgian law and is submitted to the French-speaking courts of the judicial district of Brussels.

29 June 2020.