

European Airport Coordinators Association (EUACA)

Articles of Association

as amended 16.03.2016 in Zurich

Between the Undersigned

1. **Austria**
SCA Schedule Coordination Austria GmbH, a limited company incorporated under the laws of the Federal Republic of Austria, registered under FN 229795I at the District Court of Korneuburg located at Schwechat, Office Park I, Top B 08/04,1300 Vienna Airport, Austria legally represented for purposes of this Agreement by Mr Wolfgang Gallistl, Managing Director.
2. **Belgium**
Brussels Slot Co-ordination vzw (BSC), an association incorporated under the laws of Belgium and located at Luchthaven Brussel-Nationaal, nieuwe terminal, 4de verdieping, lokaal TMA530, BP 27, 1930 Zaventem, Belgium, legally represented for the purpose of this Agreement by Mr Didier Hocq, General Manager.
3. **Bulgaria**
Sofia Airport EAD - Sofia Airport is a company limited by guarantee incorporated under the laws of Republic of Bulgaria and located at Sofia Airport 1540, bul. Christopher Columbus 1, legally represented for the purpose of this Agreement by Mr Vladimir Shtarbanov, Director of Operations Sofia Airport.
4. **Cyprus**
Department of Civil Aviation of Cyprus, 27 Pindarou Street, 1429 Nicosia, Cyprus legally represented for the purpose of this Agreement by Mr Doros Theodorou, Schedules Facilitator, Cyprus Airports.
5. **Czech Republic**
Slotova koordinace Praha, a professional association of legal entities incorporated under the laws of the Czech Republic, located at Airport Prague Ruzyně, PO BOX 67, 160 08 Prague 6, Czech Republic, represented for the purposes of this Agreement by Mr. Michal Simacek, Head of Slot Coordination Prague.
6. **Finland**
Helsinki-Vantaa Slot Coordination Association ry, a registered association, nbr. (Y-tunnus) 1773812-4, located at Lentäjätie 1 E, 01530 VANTAA, Finland. Contact person for the purposes of this Agreement by Mrs Tiina Nokkala , Slot Coordinator
7. **France**
Association pour la Coordination des Horaires, an association incorporated under the laws of France, governed by the July 1st, 1901 law and located at ORLYTECH Bat 527, 3, Allée Maryse BASTIE, PARAY-VIEILLE-POSTE, 91325 WISSOUS CEDEX, France, , legally represented for purposes of this Agreement by Mr. Eric Herbane, Managing Director.

- 8. Germany**
Airport Coordinator of the Federal Republic of Germany located at Terminal 2-E, FAG-POB 37, D-60549 Frankfurt/Main, Germany legally represented for purposes of this Agreement by Mr. Claus Ulrich, Airport Coordinator.
- 9. Hungary**
HungaroControl Hungarian Air Navigation Services Private Limited Company, a company incorporated under the laws of the Republic of Hungary and located at 1185 Budapest, Igló utca 33-35. Hungary, represented for purposes of this Agreement by its authorized representative, Dr. László Kiss, Chief Executive Officer, member of the Board of Directors.
- 10. Netherlands**
Stichting Airport Coordination Netherlands, a foundation incorporated under the laws of The Netherlands and located at Triport 1, Evert van de Beekstraat 23, 1118 CL Schiphol, The Netherlands, legally represented for purposes of this Agreement by Mr. Michiel van der Zee, Managing Director.
- 11. Norway**
Airport Coordination Norway AS, a limited company incorporated under the laws of Norway and located at Flyporten, 2060 Gardermoen, Norway, legally represented for the purpose of this Agreement by Mr Fred Andreas Wister, Managing Director.
- 12. Portugal**
ANA Aeroportos de Portugal S.A., a business company established and existing pursuant to the laws of Portugal, with registered head office at Rua D, Edifício 120, Aeroporto de Lisboa, 1700-008 Lisboa, Portugal, represented for purposes of this Agreement by its authorized representative Mrs. Isabel Cysneiros, head of slot coordination.
- 13. Sweden**
Airport Coordination Sweden ef, an association incorporated under the laws of Sweden, Registration number 769601-1936 located at Stockholm-Arlanda airport, Box 202, S-190 47 Stockholm – Arlanda Airport Sweden, legally represented for purposes of this Agreement by Mr. Anders Nordfalk, Manager on behalf of Chairman of Airport Coordination Sweden.
- 14. Switzerland**
Slot Coordination Switzerland, a registered association in Kloten, under the laws of Switzerland and located at Flughafen Zürich P. O. Box 350, 8058 Zürich; legally represented for the purposes of this Agreement by Mr Erich Rindlisbacher, Managing Director.
- 15. United Kingdom**
Airport Coordination Limited, a company limited by guarantee incorporated under the laws of the United Kingdom and located at Capital Place, 120 Bath Road, Hayes, Middlesex, UB3 5AN, United Kingdom, legally represented for the purposes of this Agreement by Mr Peter Morrisroe, Managing Director,.

Title I: Name, Registered Office, Purpose and Activities of the Association

Legal framework, name

Article 1.

The association shall pursue activities of a non-profit nature in accordance with the title III of the Belgian law of 27 June, 1921 on non profit associations, non profit international associations and foundations.

The association is a non profit international association and called: “European Airport Coordinators Association” (in the following referred to as the Association).

The association shall use the acronym EUACA.

Registered Office

Article 2.

The registered office of the Association is established in Brussels at Brussels Airport, New Terminal 4th Floor TMA530 PB 27, B-1930, Zaventem, Belgium.

The registered office of the Association may be transferred to any other location in Brussels following a decision taken by two-thirds of the votes cast by the General Assembly provided that half of the Members shall be present or represented and the new details are published in the Annexes of the Belgian State Gazette.

Scope

Article 3.

The purpose of the Association is non-profit making in accordance with the title III of the law of 27 June, 1921 on non profit associations, international non profit associations and foundations and more specifically shall be:

- serving the common interests of the Members and Associate Members of the Association in all matters pertaining to slot allocation, schedules facilitation and related aviation matters;
- providing a forum for Members and Associate Members to exchange information on slot allocation, schedules facilitation and related matters;
- representing the interests and collective views of its Members to relevant national, European and international authorities, organizations and institutions;
- promoting and facilitating international cooperation in all matters pertaining to slot allocation, schedules facilitation and related aviation matters;

- promoting the development of professional skills in relation to slot allocation, schedules facilitation and related aviation matters;
- undertaking projects and research to improve standards of coordination and schedules facilitation;
- being a resource in the structuring of all relevant matters concerning aviation and by this strengthening its relevance;
- stimulating interest in slot allocation, schedules facilitation and aviation matters;
- supplying assistance and collective services for Members and Associate Members;
- developing systems and processes.

In pursuing its objectives the Association will undertake the following activities:

- providing a network for Members and Associate Members;
- organizing working groups and task forces on subjects of particular interest to the Members and Associate Members
- facilitating training to develop skills and expertise among its Members and Associate Members;
- working together with European institutions, world wide organizations and specialized organizations;
- organizing conferences and/or seminars;
- participating in conferences, workshops and other events of particular interest to Members and Associate Members;
- compiling, providing and publishing of relevant information and expertise.

In pursuing the activities of the Association the Members do not seek to obtain direct financial advantage for themselves, nor shall it be the objective of the Association to procure direct financial advantage for the Members.

The Association may acquire any and all assets, fixed or otherwise, enter into contractual commitments, receive gifts, dispose of assets, grant privileges or securities in respect of its assets, and transfer title to its assets in accordance with the law, with these Articles of Association and any amendments to them.

Title II: Membership

Categories of Membership

Article 4.

There shall be three categories of membership: Members, Associate Members, and Honorary Members.

All Members and Associate Members are individuals or organisations legally established according to the laws of their country.

Members: all Coordinators and Schedules Facilitators within the EEA (European Economic Area) or otherwise legally bound by the Regulation either as individuals or as representatives of their organisations, are eligible to be Member of the Association either as an individual or as an organisation. The Members must be legally appointed as coordinators or schedules facilitators according to the laws and customs of their countries of origin.

Associate Members: membership may be offered to other airport coordinators or schedules facilitators representing (an) airport(s) or a country but not fulfilling the conditions set out in this Agreement, provided that such coordinators or schedules facilitators will accept the Statutes of this Association and its internal rules.

Associated Members will have no right to participate in any votes taken by the Association.

Honorary Members: the General Assembly can appoint individuals as Honorary Members in recognition of distinguished service to slot allocation.

They will have no right to participate in any votes taken by the Association.

Members and Associate Members of the Association shall be bound by the provisions and the internal rules duly adopted by the Board of Directors and the General Assembly.

Admission of Members

Article 5.

Applications to become a Member or an Associate Member shall be made in writing to the Board of Directors.

Unless legitimate objections exist towards the admission, the candidate member is eligible to be Member of the Association, as long as it meets the requirements as stated in Article 4.

The Board of Directors shall study the application and advise the General Assembly whether membership or associate membership is recommended or not.

The General Assembly decides on the admission of Members.

The decision is taken by a majority of two-thirds of the votes cast by the General Assembly provided that half of the Members shall be present or represented.

The General Assembly decides on the admission of the Associate Members.

The decision is taken by a majority of two-thirds of the votes cast by the General Assembly.

The membership becomes effective upon payment of the first annual fee.

Honorary Members are appointed by a majority of votes of the General Assembly.

Termination of Membership

Article 6.

Each Member, Associate Member or Honorary Member may terminate its membership by letter sent by written notification to the registered office of the Association giving a notice period of six months to become effective at the end of a financial year and after having fulfilled all its obligations with respect to the payment of membership fees and other amounts due to the Association.

A Member who has voted against a significant increase in the membership fee, has the right to terminate its membership without any obligation to pay this membership fee.

This shall be without prejudice to the right to serve notice of termination for good cause.

The General Assembly may, where obligations of the Statutes have not been observed, terminate the membership of a Member, an Associate Member or a Honorary Member. It may vote for the exclusion of a Member, an Associate Member or Honorary Member in the event that it shall have given rise to a good cause. In such circumstances, the Member affected shall have no voting rights. Before the decision of the General Assembly the Member, Associate Member or Honorary Member will be invited to represent itself before of the General Assembly.

Membership fees for the year in question will not be reimbursed and no claim for compensation can be made, nor can any suit for damages be filed at any time on the common funds of the Association. In the case of withdrawal from the Association the Member, Associate Member or Honorary Member shall have no claim on the goodwill value or tangible assets of the Association.

Membership Fees

Article 7.

Members refrain from fixing a paid-up internal capital for the Association at the moment of foundation of the Association.

An annual membership fee, payable by Members and Associate Members, as agreed by the General Assembly will cover the running costs of the Association.

If this issue is to be discussed it has to be put on the agenda of the respective meeting and all Members and Associate Members must be notified in advance.

A full membership fee of the current year is due upon joining the Association, regardless the month of joining.

In case a Member is unable to pay the membership fee the matter will be discussed by the General Assembly with a view to reaching a suitable solution.

If the revenues to cover the running costs of the Association are not sufficient the Members and Associated Members are responsible for uncovered costs, as specified in the internal rules. Creating a debt to meet the running costs of the Association is not permitted.

Title III: Bodies of the Association: General Assembly of the Members, Board of Directors, sub-Committees

Article 8.

The Association shall be governed by the General Assembly of its Members and the Board of Directors.

General Assembly

Article 9.

The General Assembly shall be the major organ of the Association; the power of decision is vested in the Members acting collectively.

The General Assembly of the Members shall be invested with all powers necessary or advantageous for the purpose of achieving the objectives of the Association.

The General Assembly of the Members shall decide the general policy of the Association and shall oversee the management of the Association by the Board of Directors.

The following powers shall be reserved exclusively for the General Assembly of the Members:

- before each new financial year, approval of the final accounts for the preceding financial year and discharge of the members of the Board of Directors in respect of their stewardship of the affairs of the Association during the preceding financial year;
- before each new financial year approval of the budget of the Association for the current financial year;
- the election and dismissal of the members of the Board of Directors;
- amendments to the Articles of Association;
- the admission and exclusion of Members, Associate Members or Honorary Members;
- the dissolution of the Association;
- the establishment and subsequent amendment of By-laws of the Association;
- the nomination of auditors;
- the membership fees and any other contributions due by the Members of the Association for each financial year;
- any action or instrument that shall bind the Association for more than 3 years.

The General Assembly shall elect between the members of the Board of Directors a Chair and one or more Vice-Chair(s) for a period of two years. The Chair and Vice-Chair(s) may stand for re-election at the end of their term of office.

The election shall be executed in a secret ballot if requested by at least one Member.

Nomination for the positions of Chair or Vice-Chair must be made in writing to all Members.

Meetings

Article 10.

Meetings will be held as often as necessary to conduct the work of the Association, but at least twice each year.

Additional meetings may be called if at least one third of the members of the Board of Directors require a meeting or 10% of the Members.

The General Assembly will normally be called by the Chair and shall meet under the chairmanship of its Chair or, if the Chair should be prevented from attending, under the chairmanship of its/a Vice-Chair.

Members must be given at least fourteen days notice of a meeting or of a special meeting of the Association indicating the date, time, country and place, as well as the agenda of the meeting.

Voting, Quorum

Article 11.

Only Members shall be entitled to vote at the General Assembly of the Members.

Each Member has one vote.

A Member can give an authorisation by a proxy to another Member to represent it or may delegate by a proxy its vote, in writing, to the Chair if it is not able to attend the relevant meeting. No Member can represent more than three other Members.

Except as otherwise provided for in the Statutes, decisions by the General Assembly shall be taken by simple majority vote of the Members present at the meeting, provided that at least half of the Members are present or are represented.

The General Assembly shall only vote on items related to the agenda or proposed during the meeting either by the Board of Directors or by at least 10% of the Members present.

In case half of the Members are not present or are not represented and consequently a vote cannot be taken, another meeting will be called within two weeks, where a decision can be made with a two-third majority of the Members present or represented.

In case of a split vote, the chairman can exercise a casting vote or ask for another vote.

Abstentions are not taken into account in case of elections or votes by the General Assembly.

Decisions relating to:

- the dissolution of the Association,
- modifications of the Statutes,
- the adoption and modification of the internal rules,
- the initiation of a legal action,
- approval of the budget, the level of reserves, if any, the need for investment financing, if any, the level of the annual membership fee,
- the endorsement of the auditor's report,
- the transfer of the registered office of the Association from Brussels to another location,
- the acceptance of new Members, or Associate Members, the exclusion of Members, Associate Members or Honorary Members,
- censure votes against the Board of Directors or a member of the Board of Directors,
- agreements between the EUACA and third parties.

must have two-thirds of the votes cast by the General Assembly provided that half of the Members shall be present or represented.

If one of these issues is to be discussed it has to be put on the agenda of the respective meeting and all Members must be notified in advance.

Decisions by the General Assembly shall be recorded in minutes, which shall be made available to all Members and Associate Members and be kept at the registered offices of the Association.

Board of Directors

Article 12.

The Association shall be administered by a Board of Directors (the "Core Group") consisting of not less than five but not more than seven representatives of Members elected by the General Assembly.

Members of the Board are elected at the same time for two years and can be re-elected.

Any member of the Board who has ceased to belong to the Association or has ceased to represent a Member shall automatically resign.

Any member of the Board may resign upon notice by letter to the Chair of the Association. The Board may temporarily co-opt a Member to fill the vacancy for the remainder of the term until the next General Assembly.

The Board of Directors shall have all powers of management and administration and to perform for this purpose all acts as it may judge necessary or advantageous for achieving the

objectives of the Association, subject only to the powers reserved for the General Assembly by Article 11 of these Articles of Association.

The Chair shall execute all the policies and activities determined by the Board of Directors or the General Assembly. It shall make proposals and recommendations to the Board of Directors, direct, coordinate and monitor the activities of the Association. The Chair, in its position as official spokesperson of the Association under the authority of the Board of Directors, shall carry out the decisions of the Board and the General Assembly. The Chair shall prepare and present the positions of the Association as defined by the Board of Directors and promote the image of the Association as well as establishing contacts with other organisations, dealing with civil aviation issues and with the media. The Chair can delegate powers to other members of the Board of Directors. The Chair can delegate responsibility for retaining the official EUACA documents to a Member.

One member of the Board of Directors (the Treasurer) shall be responsible for the management of the financial matters and prepare the annual report in accordance with the statutory provisions within six months after the end of the financial year. The Board of Directors will also appoint an Auditor who shall be responsible for the auditing of the annual report in accordance with the legal principles without delay.

Upon receipt of the auditors report not later than 8 months after the end of the financial year and the annual report both shall be submitted to the Members for their endorsement at the next General Assembly.

The resources of the Association shall be managed at the discretion of the Board of Directors which is responsible for preparing the budgets, managing the accounts and having them audited.

Meetings

Article 13.

The Board of Directors shall meet at least four times per year upon notice of the Chair or at the request of at least one-half of the members of the Board. Notice shall be given to each Board member at least 14 days prior to the date of meeting, except in urgent cases, with indication of the place, date, time and agenda of the meeting.

Voting, Quorum

Article 14.

The decisions of the Board of Directors shall be taken by simple majority vote of the Board members present or represented, provided at least half of the members are present. If half of the members are not present or are not represented and consequently a vote cannot be taken, another meeting will be called within two weeks, where a decision can be made with a two-third majority of the members present or represented.

In case of a split decision, the Chairman can have a casting vote or ask for a new vote.

The minutes of the Board of Directors shall be recorded and distributed to all Members.

Sub-Committees

Article 15.

The General Assembly may form Sub-Committees to meet and deal with specific issues. Sub-Committees may be standing Committees or they could be formed on a temporary basis.

Title IV: Legal Representation and Financial Management

Legal Representation

Article 16.

The Chair (Chairperson together with Vice-Chairperson(s)) shall represent the Association with any institution or on any committee, working group etc. where attendance is required unless a specific representative is selected by the Board of Directors.

All legal action or arbitration involving the Association, as defendant, before courts, tribunals or other jurisdictions shall be the responsibility of the Board of Directors, represented by the Chairperson or by its/a Vice-Chairperson.

In case of an emergency the Chair may initiate any action in the name of the Association but must report back to the Board at the earliest meeting of the Board of Directors.

The Chair can only settle a legal dispute with the authorisation of the Board of Directors and the approbation of the General Assembly.

All instruments binding the Association shall, except if special powers have been given, be signed by at least the Chairperson and one Vice-Chairperson.

Those exercising co-signature on behalf of the Association shall not be required to justify towards third parties their authority to sign.

The representation authority of the Chairpersons extends to the Association assets only.

Budgets and financial management

Article 17.

The Association may form annual reserves for running the business and for projects. The Association may receive other revenues such as the reimbursement of expenses, the revenues arising out of the management of its funds, donations, legacies or subsidies as specified in Article 54 of the law of 27th June 1921, payment for seminars and other events organised by the Association and its publications.

The financial year shall equal the calendar year. The financial year of the Association shall commence on January 1st of each year and shall end on December 31st of the same year.

The first financial year of the Association shall commence on the day of the constitution of the Association and shall end on 31st December of the same year.

The Board of Directors shall propose the annual budget of the Association, which it shall submit for approval to the General Assembly, in accordance with Article 9 of these Articles of Association.

The Board of Directors shall draw up draft accounts for each financial year, which it shall submit for approval to the General Assembly of the Association, in accordance with Article 9 of these Articles of Association.

Before each new financial year the budget will be submitted for approval to the General Assembly.

Title V: Amendment of the Articles of Association - Dissolution

Article 18.

Without prejudice to Article 55 of the title III of the law of 27 June 1921, any proposal to amend the present Articles of Association or to dissolve the Association shall be made by the Board of Directors or by at least one half of the Members with voting rights.

The proposal to amend the present Articles of Association shall be in writing, otherwise they are invalid.

The Board of Directors shall give at least three months notice of the General Assembly of the Members called to vote on the proposal to amend the Articles of Association or to dissolve the Association.

The General Assembly of the Members called for this purpose shall conduct business only if at least one half of the Members with voting rights are present or are represented.

Any Member with voting rights may be represented by proxy according to the same rules as for ordinary General Assembly of the Members.

A decision to amend the Articles of Association or to dissolve the Association shall require a majority of two-thirds of the votes cast by the Members present or represented at the General Assembly.

If the General Assembly does not achieve the quorum stipulated above, a further General Assembly of the Members shall be called within one calendar month. This further General Assembly of the Members shall be empowered to take a binding and final decision on the proposal to amend the Articles of Association or to dissolve the Association, which shall require the votes of two-thirds of the Members present or represented.

The modifications to the statutes are subject to the conditions foreseen under article 50,§ 3 of the law of 27 June 1921 on non profit associations, international non profit associations and foundations.

Modification to the Articles of Association should be submitted to the Ministry of Justice and published in the Belgian State Gazette.

When necessary the dissolution of the Association will be carried out by the Chair or by one or more liquidators, Members of the Association or other persons who must be appointed by majority vote of the General Assembly.

They will be charged with realising the Association's assets and settling its debts.

In the case of the voluntary, judiciary or statutory dissolution of the Association, the General Assembly will decide, by a two-third majority, on the disposal of the Association's tangible and intangible assets. Members and Associate Members are only entitled to a refund of their contributions for the last financial year from the assets of the Association.

The remaining assets, after payment of all the debts and charges of the Association and of all the liquidation fees, will be donated to public service institution(s) or privately owned institution(s) recognised as serving public objectives, or possibly to association(s) having similar objectives to the dissolved Association. Any net assets shall be disposed with a non lucrative purpose.

Title VI: General Provisions

Intellectual Property Rights

Article 19.

The Association is entitled to the intellectual property rights (e.g. copyrights, registered designs, brand symbols and similar rights) that had been granted or applied for due to activities of the Association on behalf of the Association and, in addition, to the right of using the know-how gained from the Association. These rights shall be enforced by the Board of Directors represented by the Chair on behalf of the Association and applied for respectively, if applicable.

Notice of Meetings, Proxies

Article 20.

Notice of meetings and award of proxies shall be made in writing.

Internal By-laws

Article 21.

Internal By-laws shall be prepared by the Board of Directors and approved by the General Assembly.

Amendments to the internal By-laws shall be approved by the General Assembly.

Other

Article 22.

If any provision of the Statutes should be or become invalid or incapable of implementation, the rest of the Statutes remain completely valid. The Members commit themselves to replace the invalid regulation by an effective regulation coming as close as possible to the invalid regulation and the original intention.

Any matters which are not covered by the present Articles of Association, in particular requirements regarding publication in the Annexes du Moniteur belge, shall be determined in accordance with prevailing law.