

**COMPANIES ACTS, 1985 TO 1989**  
**A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**

**Articles of Association**

Of

**European Air Law Association**

**INTERPRETATION**

1. In these Articles:-

"the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force.

"clear days" in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.

"Committee" means the Committee of Management of the Company established by Article 12

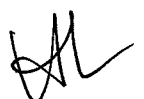
"communication" means the same as in the Electronic Communications Act 2000

"Company" means European Air Law Association, company No. 6374877

"electronic communication" means the same as in the Electronic Communications Act 2000

"Member" means an individual or corporate member of the Company

Unless the context otherwise requires, words or expressions contained in these Articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these Articles become binding on the Company.



## **MEMBERS**

2. Any person, firm or company may become a member of the Company by application to the Secretary and paying the appropriate annual subscription in the amount set by the Committee from time to time, provided that the Committee may decline to accept any application for membership in its absolute discretion and without giving any reasons therefor.

3. The Committee may appoint any person to be an Honorary Member, who shall be entitled to be a Member of the Company without payment of a subscription.

4. There shall be two classes of Member – individual and corporate, the latter open to any company, firm, partnership or other legal body or institution. The Committee may set different subscription rates for the two classes, but in all other respects the rights and obligations of each shall be the same.

5. Membership shall not be transferable and shall cease on death or bankruptcy, or liquidation in the case of a corporate Member. A Member shall cease to be a Member if he/she/it resigns by notice in writing to the Secretary, or if expelled by the Committee. If the Committee proposes to expel a Member, it shall first give the Member an opportunity to make representations.

## **GENERAL MEETINGS**

6. The Company shall hold a biennial general meeting, which shall:

- consider the Company's report and accounts;
- decide on the election and re-election of members of the Committee; and
- transact any other business placed on the agenda by any Committee member or any Member who gives seven clear days in writing of his intention to do so to the Secretary.

7. The Committee may call general meetings and, on the written requisition of Members who together account for at least 30% of the membership, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition.

8. A biennial general meeting and an extraordinary general meeting called for the passing of a special resolution shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of a biennial general meeting, shall specify the meeting as such. The notice shall be given to all Members and members of the Committee.

The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

9. No business shall be transacted at any meeting unless a quorum is present. Five persons entitled to vote upon the business to be transacted, each being an individual Member or a duly authorised representative of a corporate Member, shall be a quorum.

10. The President, or in his absence some other Committee Member nominated by the Committee Members present, shall preside as chairman of the meeting.

11. A resolution put to the vote of a meeting shall be decided by simple majority on a show of hands. On a show of hands every individual Member present in person and every corporate Member present by representative shall have one vote.

#### **COMMITTEE OF MANAGEMENT**

12 Subject to the provisions of the Act, the Memorandum and the Articles and to any directions given by special resolution, the business of the Company shall be managed by a Committee of Management, which may exercise all the powers of the Company. No alteration of the Memorandum or Articles and no such direction shall invalidate any prior act of the Committee which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the Committee by the Articles and a meeting of the Committee at which a quorum is present may exercise all powers exercisable by the Committee.



13. The Committee may delegate any of its powers to any individual member of the Committee or to any sub-committee consisting of one or more Committee members.

14. The Committee may meet together for the despatch of business, adjourn and otherwise regulate its meetings or meetings of any sub-committee as it thinks fit. Any meeting of the Committee shall be inquorate unless three members are present. Questions arising at any meeting shall be decided by a majority of votes. If there is an equality of votes, the President shall have a second or casting vote.

15. A member of the Committee may, and on the request of a member of the Committee the Secretary shall, at any time, summon a meeting of the Committee by reasonable notice to the members of the Committee.

16. A meeting of the Committee shall be presided over by the President, or failing him, a member of the Committee elected by those members of the Committee present.

17. All acts bona fide done by any meeting of the Committee, or of any sub-committee thereof, or by any person acting as a member of the Committee shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Committee.

18. A resolution in writing signed by all the members for the time being of the Committee or of any sub-committee thereof who are entitled to receive notice of a meeting of the Committee or of such sub-committee shall be as valid and effectual as if it had been passed at a meeting of the Committee or of such sub-committee duly convened and constituted.

#### **COMMITTEE MEMBERS**

19. The Committee shall consist of not less than eight Members of the Company, who shall be elected at each biennial general meeting, when they will be eligible for re-election, and any person co-opted to the Committee by a unanimous vote of the members of the Committee at that time.

20. A person shall cease to be a Member of the Committee if that person:
- (a) is dismissed pursuant to a majority vote of the Committee; or
  - (b) resigns his office by notice in writing to the Company; or
  - (c) for any reason ceases to be a Member of the Company; or
  - (d) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
  - (e) becomes prohibited from being a director of a company by reason of any order of a court made under any applicable law; or
  - (f) becomes of unsound mind.

#### **OFFICERS**

21. The Committee shall, from its members, elect a President, who shall be the President of the Association. The President shall be elected for a period of two years, but shall be capable of being re-elected. The President shall cease to be President if he/she ceases to be a member of the Committee, or if his/her appointment is terminated by the Committee.

22. The Committee shall, from its members, appoint a Secretary and a Treasurer for such time and upon such conditions as it may think fit, and may remove any Secretary or Treasurer so appointed.

23. The President, Secretary and Treasurer for the time being shall constitute the directors of the Company for the purposes of the Act.

#### **HONORARY PRESIDENT**

24. The Company may have an Honorary President who shall be elected by the Members in general meeting, and hold office until he gives notice to the Committee of his wish to retire from such position, and who shall ex-officio be a member of the Committee.

## **MINUTES**

25. The Secretary shall cause minutes to be made in books kept for the purpose of all proceedings at meetings of the Company and of the Committee and of any sub-committee.

## **INDEMNITY**

26. Each Committee member shall be indemnified by the Company against all and any costs, expenses and liabilities of whatsoever kind incurred by him/her in his/her capacity as such including, without limitation, travelling, hotel and other expenses properly incurred in connection with his/her attendance at meetings of the Committee or any sub-committee or general meetings, and such costs, expenses and liabilities as may be incurred as legal owner (along or jointly with others) of any property beneficially owned by the Company or by reason of legal proceedings brought by or against him/her in his/her capacity as a Committee member, or official, other than any costs, expenses and liabilities which are incurred by him/her by reason of or in connection with the commission of any breach of duty owed by him/her to the Company.

## **PROPERTY**

27. Legal title to any property beneficially owned by the Company may, at the direction of the Committee, be vested in not less than two nor more than four members of the Committee to hold the same on trust for the benefit of the Company subject to an indemnity as provided in Article 26.

28. The Company may have a bank account, and payment of monies out of it may be authorised pursuant to a bank mandate approved by the Committee.

29. In favour of a bona fide purchaser for value without actual notice of any defect therein, a minute of the Committee certified by the Secretary authorising the disposition of any property beneficially owned by the Company shall be conclusive evidence that such disposition is duly authorised on behalf of and within the powers of the Company.



30. Any property beneficially owned by the Company shall only be distributed amongst or available for distribution amongst the Members upon the dissolution of the Company.

#### **EXECUTION OF DOCUMENTS**

31. All contracts or other documents intending to bind the Company shall be executed by any one officer of the Company pursuant to either advance authorisation or subsequent ratification by the Committee and, in favour of any bona fide third party without actual notice of any defect therein, a minute of the Committee certified by the Secretary authorising such execution shall be conclusive evidence thereof.

#### **ACCOUNTS**

32. The Committee shall cause accounting records to be kept by the Treasurer with respect to:

- (a) all sums of money received and expended by the Company and the matter in respect of which the receipt and expenditure takes place; and
- (b) the assets and liabilities of the Company,

and a copy of the accounts shall be laid before the Members at each biennial general meeting.

#### **ALTERATION**

33. These Articles may be amended or added to by a resolution passed at a general meeting of the Company by a majority of two-thirds of those present and entitled to vote thereon at the meeting.

34. Any notice to be given to or by any person pursuant to the Articles shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice.

35. The Company may give any notice to a Member either personally or by sending it by post in a prepaid envelope addressed to the Member at his/her/its registered address or by leaving it at that address or by giving it using electronic



communications to an address for the time being notified to the Company by the Member.

36. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was sent.

