

Association Internationale Sans But Lucratif « ASD-STAN »

Company n° 0866465960

NEW BYLAWS 2023

Article 1 – Name and legal form

An "Association internationale sans but lucratif" is established under the name of which shall be "ASD-STAN" hereunder referred to as "The Association", subject to the provisions of the Code of Companies and Associations of 23 March 2019, published in the Belgian Official Gazette of 4 April 2019 (hereinafter, the "CCA").

This Association is called "ASD-STAN" in reference to its history and purpose, as it was originally part of the international non-profit organisation "Aerospace and Defence Industries Association of Europe" (company n° 0456.592.559, hereunder referred by its abbreviated name "ASD"), to develop European aeronautical and aerospace standards, from which it has now separated to form a separate legal entity.

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 the Brussels-Capital Region. 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. Nature of the Members

The following entities may be Members of the Association, provided they have been constituted in accordance with the law of their European country of origin or in accordance with the law of other States:

- The legal entities operating in the aeronautics, aerospace and/or defence industry (a) in the field of standardization; and/or (b) as national trade associations of (hereinafter, "the National/Trade Associations");
- Major companies whose activities are essentially related to the aeronautics, aerospace and/or defence industry (hereinafter, the "Industrial Companies");
- European agencies operating in the field of aeronautics, aerospace and/or defence (hereinafter, the "European Agencies").

5.2. Categories of Members

After having been accepted by the Association, Members shall be allocated to one of the following categories below:

- Promoting members
 - The category of Promoting Members is reserved only for National/Trade Associations representing the interests of states of the European Union, EFTA Member States and the United Kingdom and for European Agencies;
- Regular members
 - The category of Regular Members is reserved only for (a) National/Trade Associations representing the interests of States of the European Union, EFTA Member States or the United Kingdom, and (b) Industrial Companies whose registered office is located in one of the Member States of the European Union, EFTA Member States, the United Kingdom or European Agencies;
- Associate members
 - The category of Associate Members is open to (a) any National/Trade Association, regardless of the State whose interests it represents; (b) any Industrial Company, regardless of the location of its headquarters; or (c) European Agencies;
- Honorary members
 - The category of Honorary Members is open to (a) any National/Trade Association, irrespective of the State whose interests it represents, (b) any Industrial Company, irrespective of the location of its registered office, or (c) the European Agency, provided that it has special links with the Association.

Members can be allocated to categories for which they do not fulfil all requirements, following a specific decision of the General Assembly.

Article 6 – Rights and Obligations of Members

6.1. Promoting members

A Promoting member commits itself:

- To pay the yearly fees, the amount of which is specifically determined by the General Assembly, provided that the latter amount cannot be less than the amount paid by Regular Members;
- To provide substantial financial or personnel support;
- To comply with the bylaws and Internal Regulations;
- To contribute to the work of the Association;

A Promoting member may use and commits itself to make use of the standards produced within the purpose of the Association and in order to promote those standards for use as the basis for international standards.

A Promoting member has the right to delegate its representatives to participate in the work of the Association by attending meetings of the 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.

The Promoting Members are entitled to have two directors in the Board of Directors which were proposed by them, each having one vote.

6.2. Regular members

A Regular member commits itself:

- To pay the yearly fees, the amount of which is specifically determined by the General Assembly, provided that the latter amount shall not be higher than the fee payable by the Promoting Members and shall not be lower than the fee payable by the Associate Members;
- To comply with the bylaws and Internal Regulations;
- To contribute to the financing of the Association;
- To contribute to the work of the Association;

A Regular member may use and commits itself to make use of the standards produced with the purpose and in order to promote those standards for use as the basis for international standards.

A Regular member has the right to delegate its representatives to participate in the work of the Association by attending meetings of the 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.

The Regular Members are entitled to have one director in the Board of Directors, which was proposed by them, having one vote.

6.3. Associate members

An associate member commits itself:

- To pay the yearly fees, the amount of which is specifically determined by the General Assembly, provided that the latter amount shall not be higher than the fee to be paid by Regular Members;
- To contribute to the work of the Association in accordance with the Board of Directors decisions;

- To support those relevant standards for use as the basis for international standards

An Associate member shall have the right to designate one representative 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 partaking in meetings of specified groups within the Technical Authority and/or of the Board of Directors.

6.4. Honorary members

Subject to approval by the Board of Directors, designated representatives of Honorary members have the right to partake in meetings of specified groups within the Technical Authority.

Article 7 - Admission to Membership and category

7.1 Admission

Application for membership and category shall be made in writing to the President of the Board of Directors. Taking note of the proposal thereon of the Board of Directors, the General Assembly shall decide on the admission of the applicant and determine the category of membership, in accordance with the criteria set out in the bylaws.

Following the General Assembly decision, the Director-General shall inform the applicants on conditions and acceptance of the application for membership. The Director-General, with approval of the Board of Directors may authorise provisional participation of applicants within the Technical Authority before formal approval, with or without voting rights as left to the discretion of the Board of Directors.

7.2 Determination of yearly fees

The General Assembly determines the yearly fees in accordance with the rules set out in the Internal Regulations.

7.3 Change of category of the Member

A Member may be reallocated to one of the other categories provided for in the bylaws.

If the change of category is voluntary, the Member shall send a request to this effect to the Board of Directors, at the latest 20 days before the date on which the ordinary meeting of the General Assembly is held. The Board of Directors will then put this reallocation request on the agenda of the next meeting of the General Assembly, for a vote.

In case authorization of a reallocation is given by the General Assembly, the change from one category of membership to another shall take effect on the date fixed by the General Assembly.

A forced reallocation is possible as mentioned in art. 8 of the bylaws.

If the change of category involves the payment of a new contribution, the new contribution will only be due from the moment the change of category has conclusively become effective.

Article 8 – Termination of Membership

Membership may be terminated by Dissolution, Resignation or Effective Expulsion.

In the event of Dissolution of the Member, its Membership shall automatically be terminated.

A Member may Resign from membership by giving notice in writing to the Board of Directors.

Provided notice is given at the latest 20 days before the date on which the ordinary meeting of the General Assembly is held, the resignation shall take effect after approval by the General Assembly, preferably at the end of the financial year in which the notice was given, otherwise at the end of the financial year following.

When a Member is Temporarily Expelled, all rights and obligations of the Member are suspended until the Temporary Expulsion is revoked.

A Member may be Temporarily Expelled after notification by registered letter with acknowledgement of receipt if it does no longer possess the qualifications required under the bylaws, has committed a substantial breach of its obligations as a Member or is in a state of bankruptcy or a state similar to this.

A Member may be Temporarily Expelled if it has not paid all of its contributions within ninety days of the dispatch of a final demand to pay, made by the Director-General in the form of a registered letter with acknowledgement of receipt, or even from the beginning of the ninety-day period referred to above and until payment is made in full.

Temporary expulsion of a Member is decided by the Board of Directors after hearing the Member. The Temporary Expulsion shall take effect from the date fixed by the Board of Directors and notified by registered letter with acknowledgement of receipt.

The first meeting of the General Assembly held after the Board of Directors has decided on the Temporary Expulsion of a Member, will decide to either (a) the Effective Expulsion of the Member (which is possible in any event a Temporary Expulsion is possible), (b) the revocation of the Temporary Expulsion of the Member or (c) the forced reallocation of the Member (also revoking the Temporary Expulsion), in accordance with article 7.3 of the bylaws. The Effective Expulsion, the revocation of the Temporary Expulsion or the reallocation, as the case may be, shall take effect from the date as fixed by the General Assembly and notified by registered letter with acknowledgement of receipt.

In the event the Board of Directors has not decided on the Temporary Expulsion of a Member, the General Assembly may in all events a Temporary Expulsion is possible, immediately decide on the Effective Expulsion of a member.

During one year following the decision of the General Assembly on the revocation of the Temporary Expulsion, the Member cannot be Temporarily Expelled based on the same facts.

Article 9 - Resources

The Association's funding is based on the following sources of income:

- Membership 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, referred to under the present bylaws as “Director-General”;
- Any other body or organ set up by the Board of Directors, given that such a body or organ may not interfere with the exclusive competences of the other bodies or organs.

Article 11 – General Assembly (GA)

11.1. Composition

The General Assembly shall comprise all Members of the Association irrespective of the category of membership, with the exception of the Honorary Members.

Since all members are legal persons, they are to be represented by a Representative, or in the case of absence of the Representative, by its Alternate. The members are to propose their Representative as well as its Alternate and inform the Director-General thereof, in accordance with the Internal Regulations.

Every time a member wishes to change its Representative or its Alternate, the Director-General is informed of this, and a replacement is proposed by the member, in accordance with the Internal Regulations.

The General Assembly decides upon the approval of the proposed Representative and its Alternate, in accordance with the Internal Regulations.

11.2. Responsibilities

The responsibilities of the General Assembly shall include:

- to determine the Association policies;
- to adopt and to modify the bylaws and the Internal Regulations;
- to approve the annual accounts of the preceding year and the forthcoming budget;
- to decide upon matters that are not covered by the bylaws but are to be decided by the General Assembly based on Belgian law;
- to approve the Board of Directors members and its President;
- to accept new members and decide the category to which members are allocated;
- to decide on the yearly fee of Members;
- to decide on the Effective Expulsion of Members and conclusively decide on the allocation of categories of Members;
- to decide on the dissolution of the Association.

11.3. General Assembly

The General Assembly shall be convoked by the President of the Board of Directors, after the Board of Directors has decided on its date, agenda, location and supporting documents, and shall meet at least once a year.

Notification of the General Assembly, together with date, agenda and location, shall be issued at least 30 days in advance and any supporting documents, shall be issued at least 15 days in advance. The convocation shall mention the agenda, the date and place of the meeting.

The President of the Board of Directors shall chair the General Assembly. The President shall have no voting right in the General Assembly derived from this specific capacity.

11.4. Extraordinary meeting of the General Assembly

Upon written request of a simple majority of the Promoting and Regular members, the President of the Board of Directors 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

A meeting of the General Assembly shall only be valid with a quorum of 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. All decisions shall be taken by a simple majority of votes cast by the members present or represented.

For certain decisions, and only when the bylaws foresee such specifically, the decisions of the General Assembly shall be validly taken when approved with a 2/3rd majority of the votes cast by the voting members present or represented.

A 2/3rd majority will be needed for:

- To determine the Association policies;
- To adopt and to modify the bylaws;
- Dissolution

In case of absence of the Representative and Alternate of the member, the member can give a proxy to any other Promoting or Regular Member to represent him at the meeting of the General Assembly.

Decisions of the General Assembly may be taken in writing with the unanimous consent of its voting Members.

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

Article 12 – Board of Directors

12.1 Powers

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 bylaws.

The Board of Directors could be assisted by or delegate certain powers to one or several management committees and/or one or several persons, chosen within or outside the Association, and shall determine the powers and possibly the remuneration of the Director-General. The power to remove its appointees belongs to the Board of Directors.

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.

12.2 Composition

The Board of Directors is comprised of the following members ("Board Members"), all having one vote:

- A President (under the present bylaws referred to as the "President");
- A Vice-President; and
- Directors.

Only individuals proposed by Promoting Members and Regular Members can be elected Directors. They shall be elected by the General Assembly.

Mandates of the Directors will be valid for a duration of 5 years, renewable.

The General Assembly elects the President, choosing from candidates put forward by the members for this purpose, in accordance with the Internal Regulations, for a renewable duration of 5 years. If after the end of a president term no new candidate is put forward by the members for the next president term, the presidency of the outgoing President shall be automatically renewed for a new president term of 5 years.

At any time, there should be two Directors in the Board of Directors which were proposed by each Promoting Member and one Director which was proposed by each Regular Member, except in the event when no candidate is proposed by the relevant member.

If for any reason the mandate of a Director takes an end before a replacement is elected by the General Assembly (upon proposal of the relevant member), the Board of Directors will co-opt a Director proposed by the relevant member, in accordance with art. 9:6, §2 CCA and the Internal Regulations. The next meeting of the General Assembly must decide on the confirmation of the mandate of the co-opted Director. Upon confirmation, the co-opted Director completes the mandate of his predecessor, unless the General Assembly decides otherwise. In the absence of confirmation, the co-opted Director's mandate ends at the end of the meeting of the General Assembly, without prejudice to the regularity of the composition of the governing body up to that time.

In accordance with what is set out in the Internal Regulations, for every Director that was proposed by a Promoting or Regular Member, this member can also propose a Delegate to which, in case of his absence, he can give a proxy to represent him in a meeting of the Board of Directors. The Delegates of the Directors are approved by the General Assembly.

Directors, as well as the President, may be dismissed at any time and with immediate effect by the General Assembly, which shall decide on the dismissal in a sovereign manner and without further motivation.

Any Director, as well as the President, may resign by simple notification to the Board of Directors. A Director, or the President, who resigns shall remain in office until such time as a replacement can reasonably be provided.

The Board of Directors is assisted in its work by a Treasurer, who takes part in the meetings of the Board of Directors and of the General Assembly if invited thereto, but who has no right to vote. The Treasurer is appointed and dismissed by the Board of Directors.

The Board of Directors appoints and dismisses, among the Directors, a Vice-President.

If for any reason the mandate of the President takes an end before a replacement is elected by the General Assembly, the Vice-President will take over its role in the interim and until a new President is elected.

In the case the President is absent during a meeting of the Board of Directors, the Vice-President will take over its role for this meeting.

12.3 Responsibilities

The powers of the Board of Directors shall include:

- Approval of yearly annual accounts and budget for submission to the General Assembly;
- Preparation and monitoring of budgets and development plans;
- Proposal of new Members;
- Proposal to the General Assembly of membership fees for Promoting, Regular, Associate and Honorary Members;
- Selection and appointment of the Director-General;
- Preparation and updating of possible modification to the bylaws and to the Internal Regulations for approval by the General Assembly;
- Ensure implementation of any agreement between ASD-STAN and other organisations.

12.4 Convocations

The Board of Directors shall meet according to the needs of the Association 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.

12.5 Voting rights

Each Board Member shall be entitled to one vote. For a vote to be valid there shall be a quorum of at least 2/3rd of the Board Members.

All decisions shall be taken by a simple majority of the votes cast by the Board Members present or represented by a proxy given to its Delegate or to any another Board Member, in accordance with the rules as set out in art. 9:8 CCA.

For certain decisions, and only when the bylaws foresee such specifically, the decisions of the Board of Directors shall be validly taken when approved by qualified majority of the 2/3rd votes cast by the Board Members present or represented by a proxy given to its Delegate or to any another Board Member, in accordance with the rules as set out in art. 9:8 CCA.

A qualified majority of 2/3rd will be needed for below decisions:

- Establishing Cooperation agreements with external organisations

The Board of Directors may hold its meetings remotely, via means of electronical communication, in which case the notice of meeting shall contain information on the means of electronical communication that will be used, provided that this allows participation in the debate of all Directors wanting to attend the meeting.

The decisions of the Board of Directors may be taken in writing, subject to the unanimous consent of all Board Members.

The President chairs the meeting.

In case of equality of votes in the Board of Directors, the President shall have a decisive vote.

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

12.6 Daily management (Director-General)

The Board of Directors may delegate the internal day-to-day management of the Association, as

well as the external representation relating to this day-to-day management, to a person bearing the title of 'Director-General'. The Board of Directors Body shall be responsible for the supervision of the Director-General.

Day-to-day management includes both acts and decisions which do not exceed the daily needs of the Association and acts and decisions which, either because of the minor interest they represent or because of their urgent nature, do not justify the intervention of the Board of Directors.

In case of prolonged absence of the Director-General, the President assumes the role of the Director-General, until the Director-General is able to reassume its function or until the Board of Directors has foreseen its replacement.

Article 13 - Technical Authority

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 Technical Authority Terms of Reference and/or Standardisation Process Manual.

Article 14 – Representation of the Association

Towards third parties, the Association will be represented (i) collegially, by the majority of its members, but also (ii) by its President acting alone or, (iii) as part of the daily management, by the Director-General acting alone. Neither the President, nor the Director-General will have to show any justification for their power to represent the Association other than the evidence of their appointment to their position.

(i) Through (iii) mentioned above shall be competent to represent the Association in 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, annual accounts and auditor

15.1 Financial year

The financial year shall start on 1st January and end on 31st December of each year.

15.2 Annual accounts

The accounts are kept in accordance with the provisions of Article 3:47 of the CCA and the Royal Decree of 29 April 2009, as well as all other applicable sectoral regulations.

The Board of Directors shall submit the annual accounts for the previous financial year to the General Assembly for approval.

The annual accounts of the Association are filed in accordance with the provisions of article 3:47 §7 of the CCA and the Royal Decree of 29 April 2019.

15.3 Auditor

As long as the Association does not fall within the scope of article 3:47, §6 CCA at the date of the last closed financial year, it is not obliged to appoint an auditor.

As soon as the Association falls within the scope of article 3:47, §6 of the CCA with regard to its last closed accounting year, the General Assembly is obliged to appoint an auditor from among the members of the "Institute de Réviseurs d'Entreprises", who will be responsible for auditing

the financial situation, the annual accounts, and the regularity of the transactions that must be included in them, in accordance with the legal and statutory provisions in this matter. The General Assembly shall also determine the remuneration of the auditor.

Article 16 - Amendments to the bylaws

The bylaws 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 one month.

Without prejudice to their recording in a register, amendments to the articles of association concerning the following elements must be drawn up by authenticated deed:

- the competences, the way of convening, the decision making of the General Assembly;
- the conditions under which the decisions of the General Assembly are communicated to the members;
- the conditions to which the amendment of the bylaws is subject;
- the conditions for the dissolution and liquidation of the Association and the disinterested purpose to which the AISBL shall allocate its assets at the time of its dissolution.

An amendment to the Articles of Association concerning the precise definition of the non-profit purpose of the Association and the activities which are the purpose of the Association must be approved by a Royal Decree.

Article 17 – Dissolution

The General Assembly shall be convened to consider proposals for dissolution submitted by Board of Directors or by at least 2/3rd of the Promoting and Regular Members of the General Assembly, or, if applicable, by the Auditor if one fifth of the voting Members so request. The convocation and the setting of the agenda shall be done in accordance with the provisions relating to the Extraordinary General Assembly.

The decision for dissolution of the Association can only be taken by the General Assembly.

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

Everything which is not defined by these bylaws shall be regulated by the CCA, and in particular book 10 thereof, as well as all other and future regulations pertaining to international not-for-profit organisations in Belgium.