



## Articles of Incorporation of the EUROAVIA Alumni

## Articles of Incorporation

### 1. Denomination, Registered Office, Term and Goals

#### 1.1. Denomination

The name of the Association shall be **Alumni of the European Association of Aerospace Students**. The name of the Association shall be officially abbreviated to **EUROAVIA Alumni**, hereinafter referred to as the Association.

#### 1.2. Applicable law

The Association shall be governed by Dutch law.

#### 1.3. Aim

1. The objective of the Association shall be
  - to establish, foster and maintain a network of likeminded professionals in the aerospace sector
  - to support the European Association of Aerospace Students
2. The Association does not pursue profitable purposes.
3. The Association shall endeavor to achieve its objectives by
  - organizing events and providing opportunities for Aerospace Professionals to meet each other at a professional, cultural and social level;
  - creating opportunities for Aerospace Professionals to gain insights into other aspects of the aeronautics and astronautics industry;
  - representing their members wherever this is possible and necessary;
  - and furthermore all lawful means which may be conducive to achieving the object set.

#### 1.4. Book Year

The book year shall be the calendar year.

#### 1.5. Duration

The Association has been entered for an indefinite period of time.



## **2. Members**

### **2.1. Membership**

The Association has ordinary members and honorary members.

### **2.2. Admission**

1. Ordinary Members are former members of the incorporated Associations of students interested in aeronautics and astronautics, acting under the name of EUROAVIA. For becoming a member a written application has to be sent to the Board. The membership commences upon application.
2. Honorary Members are individuals whose contributions to the Aerospace Society or the EUROAVIA Alumni Association were exceptional. Honorary Members are proposed by the Board and approved by the General Meeting. The membership shall be personal and shall consequently not be subject to transfer.

### **2.3. Termination**

The membership shall be terminated

1. when the member dies;
2. when it is terminated by the member;
  - i. The member may terminate the membership at any moment without giving notice. The member shall terminate the membership by written notification addressed to the Board of the Association.
3. when it is terminated by the Association;
  - i. The Association shall only terminate the memberships if the member acts contrary to the Articles, regulations or decisions of the Association
  - ii. The Board of the Association may terminate the membership without giving notice.
  - iii. The member has to be informed as soon as possible stating the grounds for the termination.
  - iv. Terminations by the Board have to be presented at the next General Meeting.

### **2.4. Rights and Obligations**

1. Ordinary Members are entitled to vote
2. Ordinary Member shall pay an annual membership fee, decided upon by the General Meeting
3. Additional rights and obligations of the members can be defined by the General Meeting.

### **3. General Meeting**

#### **3.1. Composition**

The General Meeting (short GM) shall be comprised of the Ordinary Members of the Association. Honorary Members and non-members can be invited by the Board. It shall be held at least annually. The time and place shall be announced by the Board at least two months prior the assembly.

#### **3.2. Responsibilities**

The General Meeting shall have the following responsibilities:

1. Amending of Articles
2. Creating and amending of Bylaws
3. Appointment, discharge and removal of Board members
4. Dissolution of the Association
5. Changing of the legal status of the Association
6. All other cases covered by the Articles and bylaws

#### **3.3. Voting**

1. Each member attending or participating electronically in the GM has one vote as long as not specified differently.
2. The chairman shall determine the manner of voting at the General Meeting, voting by a show of hands generally being the manner of voting, unless one of the persons present requires a vote by ballot, in which case voting shall take place by means of unsigned closed ballots.
3. Voting by electronic means is possible.
4. All decisions, for which no larger majority is prescribed by law or pursuant to these Articles, shall be taken by an absolute majority of the votes cast. In the event of an equality of votes the proposal concerned shall be rejected.

#### **3.4. Proceedings**

1. Minutes shall be taken and distributed by the Board
2. The General Meetings shall be chaired by the President or another Board member. If no officer is present, the chairman is appointed by the General Meeting.
3. The Board shall submit its annual report of the state of affairs within the Association and of the policy pursued. The Board shall also submit the balance and the statement of assets and liabilities together with an explanation to the General Meeting for approval. These documents shall be signed by the officers and confirmed by the Auditors.

### **3.5. Auditors**

1. The General Meeting shall annually appoint two Auditors who are not members of the Board.
2. The Board shall provide all relevant documents to the committee one month before the General Meeting unless otherwise agreed upon by the Auditors and the Board.
3. In case of electronic voting, electronic voting procedures shall also be examined by the Auditors.
4. The Auditors shall examine these documents and report its findings to the General Meeting.

## **4. Board**

### **4.1. Composition**

1. The Board shall consist of three persons who shall choose a President, a Vice-President and a Treasurer from their midst.
2. Each member of the Board has full legal authority
3. Officers shall be appointed for a period of two years or the period between two consecutive annual General Meetings.
4. Vacancies shall be filled as soon as possible. An incomplete Board shall retain full managing authority.

### **4.2. Responsibilities**

1. The Association shall be represented by the Board
2. The Board may appoint Executive Members and delegate tasks and powers
3. The Board shall require the approval of the General Meeting to take decisions with regard to entering into agreements in order to acquire, dispose of or encumber property subject to public registration and with regard to entering agreements by means of which the Association binds itself as a surety or as joint and several debtors, warrants performance by a third party or provides security for a debt of a third party.

### **4.3. Election, suspension, dismissal**

1. Any member of the Association can become a nominee through nomination or application.
2. The election can take place during or before the General Meeting.
3. Elected Board members will be appointed at the General Meeting.
4. The General Meeting shall at all times be authorised to suspend and dismiss officers. The General Meeting shall take a decision with regard to suspension or dismissal by a two-thirds majority of the votes cast.

## 5. Bylaws

1. The General Meeting may draw up and amend Rules and Regulations (Bylaws) by which issues shall be covered which have not been provided for by these Articles, including the member's obligations other than the obligation to pay contribution.
2. The regulations shall not contain provisions which are contrary to the law or the Articles.

## 6. Amendment to the Articles and notary deed

1. Changes of the Articles shall be made available to the members at least two month prior to the General Meeting, including the literal text of the amendments proposed.
2. The General Meeting may only decide to amend the Articles by a two-third majority of the votes cast.
3. Votes can be cast prior to the General Meeting.
4. If the Association was not formed through a notary deed, the General Meeting may pass a resolution to embody the Articles of Incorporation in a notarial deed.

## 7. Dissolution and liquidation

1. In case of dissolution of the Association by the General Meeting, any remaining funds will go to the European Association of Aerospace Students, registered in Delft (KvK 27184119).
2. The General Meeting may dissolve the Association with two thirds of the votes cast.
3. The proposal to dissolve the Association has to be announced to the members at least two months prior to the General Meeting.