

# STATUTES

## EUROPEAN BALLOONING FEDERATION

Created in Paris, France, on April 12<sup>th</sup> 2014, and registered at the Prefecture de police (registration number TBC), by the National Ballooning Federations of: Austria, Belgium, France, Netherlands, Switzerland and United Kingdom. This initial meeting is considered as the first General Meeting of the EBF.

### **Article 1: Name and registered address.**

The organisation bears the name: "European Ballooning Federation", (EBF) hereafter also to be referred to as "the Federation", and has its registered address at the Fédération Française d'Aérostation, c/o Aero-Club de France, 6 rue Galilée, 75116 Paris, France. In addition the secretarial office may be located elsewhere, however only in a European country member of ECAC (European Civil Aviation Conference).

### **Article 2: Object**

The object of the Federation is to support all ballooning activities in Europe, in particular it aims to achieve a suitable regulatory environment in consultation with national and European regulatory Authorities for the well-being and promotion of ballooning in Europe. The Federation will pursue its object as an independent self-governing, not-for-profit organisation

### **Article 3: Financial means**

The financial means of the Federation consist of the Membership fees, of acquisitions in consequence of inheritance, gifts or legacies, of subsidies and other contributions, and of all other assets acquired by the Federation in a legal way.

### **Article 4: Membership**

1. Full Membership is open to all EU countries members of ECAC, represented by their national organization, provided they subscribe to the objects as stated in article 2. If several national organizations exist in one country, these organizations should agree on a common representative at EBF.
2. Supporting Membership is open to organisations sympathetic to ballooning and giving factual support to the Federation. A Supporting Member is not a full member and has no right to vote.
4. The countries present at April 12<sup>th</sup> 2014 are full members, provided they pay their fees to the Treasurer. If a EU country wants to become a member it shall write or

mail to EBF. The General Meeting shall decide on the admission of Members on recommendation of the Executive committee as described in Article 9.

#### **Article 5: Register**

The Executive Committee will keep a register stating the names/legal entities and addresses of all members.

#### **Article 6: Liability**

The Members will not be liable for the commitments of the Federation.

#### **Article 7: Termination of Membership**

Membership will terminate as a result of:

1. written notice of termination by the Member; such a notice shall be given by registered mail not less than two months before the end of the calendar year.
2. written notice of termination by the Board in case the General Meeting has decided that the Federation cannot be demanded in reason to allow continuation of the Membership.
3. expulsion by the General Meeting; an expulsion can only be pronounced if a Member acts contrary to the Statutes, by-laws or decisions of the Federation or in case the Member injures the Federation in an unreasonable way.

#### **Article 8: Rights and obligations**

1. The Membership fees due by the members, will annually be determined by the General Meeting.
2. If the Membership fee has not been paid by a Member before a time-limit established by the General Meeting, this Member will be suspended from his rights until it has paid the fee or article 7.3 has been executed.

#### **Article 9: Executive Committee (EC)**

1. The Executive Committee is elected by the General Meeting and consists of at least a President, a Vice-President, a General Secretary, and a Treasurer-General. Its role is to enable day-to-day business that already has or does not require the approval of the Members to be conducted and to prepare for the General Conference, Annual General Meeting and any Extraordinary General Meetings. The President has the casting vote in Executive Committee decisions.

2. The EC will take initiatives in order to improve recreational and professional ballooning and make suggestions to the members. It will communicate to the members if idea's are generated.
3. The EC may appoint other post holders, remunerated or not remunerated, according to the needs of the activities. Such post holders assist the EC, attend the EC Meeting whenever possible, but do not have a right to vote. If post holders are remunerated the amount involved must be approved by the General Meeting or must form part of an approved Business Plan.
4. EC members will be appointed, suspended and discharged by the General Meeting.
5. The EC is entitled to act even in case of vacancy(ies) existing. However, vacancy(ies) shall be filled at the first General Meeting after the vacancy(ies) came about.
6. If the elected president is the President of a Member Organization, he or she must cease to represent his/her national ballooning organisation in the Federation, another representative of that organisation has to be appointed.
7. Candidates for election may be nominated by the EC and by full or associate Members. All nominations shall be announced in the convening notice for the General Meeting. If no nominations have been made, the Meeting will be free in its choice.

**Article 10: Executive committee (EC) membership, duties, terms.**

1. Every member of the EC will be appointed and discharged or suspended by the General Meeting at any time. A suspension, not followed within three months by a resolution of the General Meeting to discharge the EC member, will lapse by expiry of said period.
2. The term of office for EC members will be 2 years; the beginning of the year coincides with the civil year, January 1<sup>st</sup>. members will go out by rotation in accordance with a roster drawn up by the Board. An out-going Board member may be re-elected; he/she who has been appointed intermediately to fill a vacancy, will take the place of the predecessor on the roster.
3. Moreover, membership of the EC will end:
  - a. when the EC member's national or European ballooning organisation terminates its Membership of the Federation;
  - b. by voluntary resignation
  - c. If the EC member is not present at 3 consecutive EC meetings.
4. The EC will prepare a plan for priorities of activities for the next quarter. This plan will include meetings with EASA and others, providing advice and opinions on ballooning matters, getting a list with issues that need attention from its members and prioritize these issues. Having an activity and results record.
5. The EC will communicate its activities and intended activities to its members. The EC will have an open en frequent communication with its members.

## **Article 11: Representation of the Federation**

1. The Federation is represented by the EC and by the President (and in case of his absence by a Vice-President or the General Secretary).
2. The EC requires the approval of the General Meeting for the following resolutions:
  - I. to enter into legal acts and to make investments other than those agreed in the General Meeting.
  - II.
    - a. to hire, let out and to acquire and grant the use or enjoyment of register goods;
    - b. to enter into agreements in which the Federation is granted a bank credit;
    - c. to furnish and to raise moneys on loan, which will be understood not to include the use of a bank credit granted to the Federation;
    - d. to enter into compromises;
    - e. to litigate including the conduct of arbitral proceedings except, however, the taking of conservatory measures and the taking of legal measures which admit of no delay;
    - f. to conclude and amend contracts of employment;
    - g. The lack of approval cannot be invoked by or against third parties.

## **Article 12: EC meeting**

1. The President will determine where and when a EC meeting will be held. He/she shall call a EC meeting at the request of at least two EC members or if and when a meeting is required.
2. The President will prepare the agenda. He/she shall place a certain subject on the agenda at the request of at least two Board members.
3. The President has the right to close the deliberations on a subject being discussed unless the EC decides otherwise.
4. An EC meeting can only take valid decisions if at least 50% of the members are present.
5. In case of a tie the President has a casting vote.

### **Article 13: Annual report, rendering of account**

1. The Federations business year coincides with the calendar year.
2. The EC shall make any such annotations of the capital position of the Federation that its rights and obligations can at any time be derived therefrom.
3. In a General Meeting within six months after the end of the Federations year, apart from extension of this period by the General Meeting, the EC shall submit its annual report and, upon production of a balance sheet and a list of receipts and expenditure, shall render account on the management conducted during the past financial year. After expiry of this time each Member may demand in court for the EC to render account.
4. Unless the EC has decided that the Board's account is audited by a chartered auditor, the Annual General Meeting will appoint from among the Member representatives an auditing committee of at least two persons, not being members of the EC. The committee will audit the EC's account and will report its findings to the General Meeting.
5. The EC shall provide the committee with any information desired by it, and if desired, shall show the cash and the values to the committee and shall allow it to inspect the accounting records and vouchers of the Federation.
6. The EC shall keep the vouchers referred to in paragraphs 2 and 3 during a period of ten years.

### **Article 14: General Meeting**

1. Annually, before the first of July, a General Meeting will be held (Annual General Meeting).
2. The EC will convene General Meetings by written notification to the Members to the addresses laid down in the register, at least twenty-eight days in advance, not including the day of convoking and that of the meeting
3. Moreover, General Meetings will be held whenever deemed desirable by the President or by two members of the Board.
4. All Member representatives have access to the General Meeting and are entitled to address the meeting and to make proposals.
5. The meeting will decide on granting access to the meeting to persons other than those referred to in paragraph 14 (3).

## **Article 15: Tasks of General Meeting**

2. The items to be considered at the Annual General Meeting will i.a. include:
  - a. election of EC members;
  - b. annual report of the Board on the past financial year;
  - c. Approve and or amend the annual plan as presented by the EC.
  - d. rendering of account by the Board on the management conducted during the past financial year;
  - e. report of the auditing committee or chartered auditor;
  - f. discharge from liability and if applicable, appointment of the auditing committee.
  - g. determination of the budget for the following year.
  - h. determination of the amount referred to in article 11 under 2.1;
3. The General Meeting will be presided over by the President or a Vice-President. If no EC member is present to take the chair, the meeting itself will designate a president.
4. The General Secretary or another person designated for this purpose by the president of the meeting will keep the minutes of the proceedings of every meeting, which minutes will be confirmed and signed by the president and the person keeping the minutes. The persons convening the meeting may have a notarial record of the proceedings made out. The Members will be informed of the text of the minutes or of the notarial record.

## **Article 16: Votes and fees**

1. Each member-country has one vote. If a country is represented by more than one organization, the organizations share the vote.
2. Fees for the first year are fixed to 500 € per country.
3. Supporting Members have no voting rights.
4. A Member representative may have his vote(s) cast by another full or associate Member representative, authorized to this effect in writing. However, no representative may carry more than one such authorization.

## **Article 17: Extraordinary General Meeting (EGM)**

On request by at least one-third of the Full Members, an EGM will be held within three months of the date in which the President receives this request. The EGM shall have a notice period for invitation of at least two calendar months. The General Meeting conditions are applicable accordingly.

## **Article 18: Quorum**

1. Quorum of the General Conference requires at least one third of Full Members to have each sent a delegate. If no quorum is obtained at any time new invitations must be issued, whereby the new conference will be quorate regardless of the numbers of delegates attending.
2. Unless otherwise determined by the Statutes or the law, all resolutions of the General Meeting will be passed by the majority of the votes cast. In the case of a tied vote on a proposal, the proposal has been rejected.
3. All votes will be cast orally, unless the president deems the casting of votes in writing desirable or whenever this is requested by one of the persons entitled to cast votes. Votes will be cast in writing by means of unsigned closed ballot papers. Resolutions may be passed by acclamation unless a person entitled to vote, calls for a poll.
4. The president's judgment at the meeting that a decision has passed shall be conclusive. The same applies to the substance of a resolution passed as far as votes were cast on a proposal not laid down in writing.

## **Article 19: Committees and officers**

The General Meeting and the Board may establish committees, and appoint officers whose tasks and powers shall be determined upon their establishment.

1. Each Member is entitled to appoint an expert representative on each of the committees.
2. A chairperson of a committee shall be confirmed in his/her position by the members of the committee.
3. Discharges of committees and officers may be proposed by the Board, but shall be confirmed by a General Meeting.

## **Article 20: Amendment of the Statutes**

1. The Statutes of the Federation may only be amended by means of a resolution of the General Meeting or an EGM. This meeting shall be convened in accordance with the provisions of article 16. The convening notice shall contain the draft text of the amendment.
2. A resolution to amend the Statutes shall be passed by at least two-thirds of the votes cast in a meeting in which at least fifty-one percent of the total number of the votes pertaining to the full Members is represented.
3. If fifty-one percent of the votes pertaining to the full Members are not represented, a second meeting shall be convened and held within four weeks thereafter, in which a resolution may be passed on the proposal brought up for discussion in the previous meeting, regardless of the number of Members represented, provided this is done by a majority of at least two-thirds of the votes cast.
4. An amendment of the Statutes shall take effect only after it has been officially registered at the Prefecture, by the President or General Secretary.

## **Article 21: dissolution of the Federation**

1. The Federation shall be dissolved by means of a resolution of the General Meeting. The provisions of paragraph 1 and 2 of the preceding article are applicable correspondingly.
2. In case of dissolution of the Association the General Meeting shall decide on the destination of the liquidation balance.

## **Article 22: By-laws**

1. The General Meeting may establish by-laws.
2. The by-laws shall not be contrary to the Statutes.



**Article 23: Disputes**

All differences shall be solved in accordance with the law of France. These Statutes are drawn up and executed in French which shall be conclusive in case of interpretations.

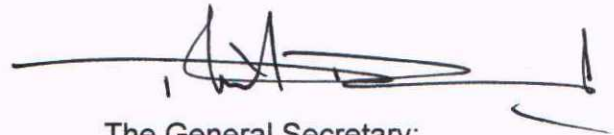
**Article 24**

All matters not foreseen in these Statutes shall be decided by the General Meeting.

As approved at the General Meeting, held on April 12<sup>th</sup> 2014 in Paris.



The President:  
Patricia Lamy



The General Secretary:  
Phil Dunnington