



STATUTES OF THE IVAO VZW/ASBL

Werfstraat 89, 1570 Galmaarden, Belgium

as agreed at the meeting of the General Assembly on November 29, 2015

This document is a translation of the Dutch statutes of the IVAO VZW. Although utmost care has been taken, due to the nature of translation, this version may contain errors and is not legally binding.

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International Virtual Aviation Organisation VZW
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This non-profit organisation has been established under the law of 27 June 1921 as amended by the law of 2 May 2002, which authorize incorporation to non profit organisations, international non profit organisations and the foundations, of which they define the Statutes as follows:

TITLE I: NAME - SEAT - PURPOSE - DURATION

ARTICLE 1

The association carries the name: International Virtual Aviation Organisation, abbreviated as: IVAO

ARTICLE 2

The seat of the association is located at Werfstraat 89, 1570 Galmaarden, Belgium and comes under the judicial district of Brussels. It can be moved only by the General Assembly subject to observing the rules as required for a modification of the Statutes and described in these Statutes.

ARTICLE 3

The association aims at bringing people together who are interested in aviation and air traffic control in general and the simulation of these in particular. This is achieved by means of personal computers, local area networks and the internet. Additionally information, educational material and software will be made available. Activities will be organised locally as well as through means of the internet. It can also undertake all activities which can promote this purpose. In that sense it can also, though only in an incidental manner, do trade actions, only as far as the turnover of this is spent on the purpose for which it was founded

ARTICLE 4

The association is founded for an indefinite duration of time, however can be dissolved at any time.

TITLE II: MEMBERS

ARTICLE 5

The number of members is indefinite, but must at least amount to three. The association can have effective and adjoined members. Full membership, including voting right at the General Assembly, exclusively belongs to the effective members. Effective members are those who signed the statutes at foundation and those whose name is mentioned in the member register which is maintained at the seat of the association. The legal provisions are only applicable to the effective members. Adjoined members only enjoy the activities of the VZW. They have no voting right at the General Assembly. The rights and obligations of the adjoined members are registered in the Rules and Regulations.

ARTICLE 6

Every natural person or corporation, who is accepted by the General Assembly as such, can join the association as member, this on suggestion of the Board. The request for admission of a candidate member must be submitted in writing² to the President of the Board. The term 'member' in these Statutes explicitly refers to the effective members.

ARTICLE 7

The Board can, under the conditions it stipulates, also admit other persons to the association as honorary members, protecting members, supporting or advising members. These are considered as adjoined members. Their rights and duties are mentioned in the Rules and Regulations.

ARTICLE 8

The maximum member contribution amounts to 50 EUR and is yearly defined by the board of governors. Every member who does not pay his membership contribution is considered to resign. The time-frame in which the contribution is required to be received is regulated in the By-Laws.

ARTICLE 9

Each member can at any time leave the association. A member who voluntary resigns must announce this in writing² to the board.

ARTICLE 10

Resigning or expelled members and their legal successors have no share in the property of the association, and therefore can never claim a refund or compensation for paid contributions or deposits.

TITLE III: THE BOARD

ARTICLE 11

The Board consists of a minimum of three persons who can, but are not required to be a member of the association. However if the organisation has three effective members, the board consists of only two persons. In any case the number of governors must always be lower than the number of members of the General Assembly.

ARTICLE 12

Duration of the mandate of the governors

The Board will be elected using a rotational system, where there is an overlap of two different mandates. Every year elections will be held and the governors elected will be appointed for a period of two years. Governors are re-eligible, yet they can serve on only one of the mandates. Governors appointed ad interim are only elected for the remaining duration for the selected mandate.

ARTICLE 13

Method of appointment and remuneration of the governors

The governors are elected by the General Assembly, by a plurality vote, irrespective of the number of members present and/or represented. The governors exercise their mandate free of charge. The certificates concerning the appointment of the governors must be deposited at the graft of the court of commerce and must within thirty days after the deposition (by extract) be announced in the appendices of the Belgian Bulletin of Acts, Orders and Decrees (Belgisch Staatsblad). Upon being (re-)elected as Governor the Governor will officially announce his resignation from all IVAO network department director or assistant director and Executive positions, and will leave these positions within 90 of being elected as Governor. A Governor, member of the Board of Governors, may not apply towards any department director or assistant director positions or Executive during his mandate as Governor.

ARTICLE 14

Office suspension and expulsion of the governors

The mandate of the governors terminates by expulsion by the General Assembly, by voluntary resignation, by the expiration of the mandate (as appropriate), by death or in case of legal incompetence. The expulsion by the General Assembly is decided by ordinary majority of the number of members present and/or represented. It must however be mentioned explicitly on the agenda of the General Assembly. A governor, who resigns voluntarily, must announce this in writing² to the Board. This resignation is effective immediately unless it causes the number of governors to decrease below the statutory minimum. In this instance the Board shall convene the General Assembly, who will provide for the replacement of the concerned governor, within two months and inform him in writing². The certificates concerning the end of office and the appointment of the governors must be deposited at the graft of the court of commerce and must within thirty days after the deposition (by extract) be announced in the appendices of the Belgian Bulletin of Acts, Orders and Decrees ("Belgisch Staatsblad").

ARTICLE 15

Responsibilities of the governors.

The Board leads the affairs of the association and represents it in legal and other matters. He is competent for all matters, with exception of those explicitly reserved by law to the General Assembly. The board acts as plaintiff and defendant, in all lawsuits and decides concerning the use of legal remedies. The association is represented by the board. The board is not allowed to loan money or to provide loans, to provide warranties or to participate in other associations or business organisations. The Board appoints and dismisses the members of the personnel and stipulates their remuneration. The Board executes its authority as a college. The Board can only validly rule if the majority of the governors is present. The decisions are taken by ordinary majority of votes. For the purpose of determining majority, abstain and invalid votes are not considered. In case of equality the vote of the President or the vote of his replacement is decisive. A governor can only represent himself during the Board of Governors meetings. Each governor has only one vote during the Board of Governors meeting. The Board of Governors will, without exception, unless otherwise specified Law, publish changes made to the Statutes by the General Assembly to the appropriate authorities within 30 days after the General Assembly.

ARTICLE 16

The Board is convened by the President or by two governors. The meetings of the Board are chaired by the President. If he is prevented from attending or absent, the meeting is chaired by the senior oldest of the present governors. Due the international character of the NPO the Board of Governors convenes their meetings in video, audio or text conference.

ARTICLE 17

Minutes are made of each meeting, which are signed by the President and the secretary and booked in a register that is kept for this purpose. The extracts which must be deposited and all other certificates are validly signed by the President and the secretary. In the absence of these governors two other governors can sign these documents validly.

ARTICLE 18

The Board issues all bye-laws which it considers necessary and judges useful.

ARTICLE 19

Governors, who act on behalf of the association, must not show any decision or authorisation with respect to third parties.

ARTICLE 20

Persons authorised to represent the association, in accordance with art.13, 4th paragraph, W.VZW.

In exceptional circumstances or for specific tasks and for a limited amount of time the Board can transfer its authority for certain actions and duties to one of the governors or to another person, who may or may not be a member of the association. The appointment and the thereto linked authority have to be defined clearly and approved by the majority of board. The authority for above mentioned person(s) has to be delimited exactly by the Board, who as well determines the duration of the mandate. At all times the mandate can be withdrawn by the Board with immediate effect. The Board may elect from its governors a President, a secretary, a treasurer and any other function required for the operation of the organisation. Their appointment happens by the Board by ordinary majority, which validly decides about this if the majority of the governors are present. The end of office of these authorised persons can occur:

- a) on a voluntary basis by the authorised person himself by submitting a written² resignation to the Board;
- b) by expulsion by the Board with ordinary majority which validly decides about this if the majority of the governors is present. This decision by the Board must be notified however within seven calendar days in writing² to the person concerned.
- c) when the mandate determined by the board expires. The certificates concerning the end of office and the appointment of the persons authorised to represent the association, must be deposited at the graft of the court of commerce and must within thirty days after the deposition (by extract) be announced in the appendices of the Belgian Bulletin of Acts, Orders and Decrees ("Belgisch Staatsblad").

The persons authorised to represent the association exercise their powers separately or jointly, depending how the issued authority is been defined, as determined by the Board

ARTICLE 21

Persons charged with the daily management of the association, in accordance with art. 13bis, 1st paragraph, W.VZW.

The Board can appoint a daily governing board to carry out administrative, legal and financial functions. Their appointment happens by the Board by ordinary majority, which validly decides about this if the majority of the governors are present. The daily governing board is only to decide on urgent actions that cannot wait for a decision of the board and that have at the same time a limited or day-daily meaning for the working of the VZW. The end of office of members of the daily governing board can occur:

- a) on a voluntary basis by the member of the daily governing board himself by submitting a written² resignation to the Board;
- b) by expulsion by the Board with ordinary majority which validly decides about this if the majority of the governors is present. This decision by the Board must be notified however within seven calendar days by registered letter to the person concerned. The certificates concerning the end of office and the appointment of the persons of the daily governing board must be deposited at the graft of the court of commerce and must within thirty days after the deposition by extract be announced in the appendices of the Belgian Bulletin of Acts, Orders and Decrees ("Belgisch Staatsblad"). The decisions taken by the daily governing board, which meets as a college, are always taken in collegial consultation.

TITLE IV: GENERAL ASSEMBLY

ARTICLE 22

The General Assembly is composed of all effective members, and is chaired by the President of the Board, or by the eldest of the present governors. A member can have himself be represented by another member at the General Assembly. A member can however only represent one other member. Each member has only one vote at the General Assembly.

ARTICLE 23

The General Assembly is exclusively competent for:

- modifying the Statutes,
- the appointment and the expulsion of the governors,
- the appointment and the expulsion of the commissioners and stipulating their remuneration in case a remuneration is granted,
- the discharge to the governors and the commissioners, - the approval of the budget and of the accounts,
- the voluntary dissolution of the association,
- the appointment and the exclusion of a member of the association,
- the conversion of the association into a company with a social purpose,
- all cases required by these Statutes

ARTICLE 24

The General Assembly is validly convened by the Board each time the purpose of the association requires this. It must be convened at least once per year for approving the accounts of the last year and for the budget of the coming year.

ARTICLE 25

Superseded

ARTICLE 26

The Board is obliged to convene the General Assembly when 1/5 of the effective members address the Board in writing², indicating the items to be included on the agenda. In that case the Board is obliged to acknowledge such a request within 21 days and convene the General Assembly no later than the 40th day after the request has been submitted.

ARTICLE 27

In order for the convocation to the General Assembly to be valid, it must be signed by the President, or two governors. All effective members must be summoned by email, ordinary letter or by registered letter at least eight calendar days before the meeting.

ARTICLE 28

The convocation letter, which mentions place, day and hour of the meeting, contains the agenda, which is fixed by the Board. Each subject which is proposed in writing¹ by 1/20 of the effective members must also be mentioned on the agenda. This subject must of course have been signed by 1/20 of the members and handed over at least two calendar days before the meeting to the Board. On subjects which are not on the agenda cannot be voted, however they can be discussed if permitted by the chairman of the meeting. Modifications to a proposal may only be made while the proposal has not been finalized and only in agreement with the original proposer.

ARTICLE 29

In normal cases the decisions are taken by an ordinary majority of the present and represented votes. For the purpose of determining majority, abstain and invalid votes are not considered. In case of a tie, the chairman of the meeting will call for a revote of the proposal in the same meeting. In case a revote results in a tie, the proposal will be considered in the next General Assembly meeting, unless the proposal is subsequently withdrawn by the original proposer. In case such a proposal is modified by the original proposer, then such modified proposal would be treated as a new proposal and accordingly attract relevant provisions of the statutes.

ARTICLE 30

Modification of the Statutes

Amending the Statutes is only possible if that modification has been mentioned in full details on the agenda and if 2/3 of the effective members is present or represented. If this number is not reached then a second meeting can be convened, as is stipulated by these Statutes, and where this meeting can take a valid decision, irrespective of the number of people present. This second meeting cannot be held within 15 calendar days following the first meeting. Moreover for each modification of the statutes a majority of 2/3 of the present or represented votes is required, also at the second General Assembly. Amending the purpose of the association is possible only with a majority of 4/5 of the votes. Of every modification of the statutes the modifications and the complete coordinated Statutes after this modification will be deposited at the graft of the court of commerce. Within 30 days after the deposition the modification (by extract) must be announced in the appendices at the Belgian Bulletin of Acts, Orders and Decrees ("Belgisch Staatsblad").

ARTICLE 31

For voluntary dissolution of the association the same rules are required as those described for modifying the purpose of the association.

ARTICLE 32

A majority of 2/3 of the votes is required for excluding a member. For exclusion of a member this point must also be mentioned on the agenda and the member must be invited to be able to provide defence if he/she wishes to present his/her case. Non-attendance on the part of the member shall not prohibit the motion of exclusion.

ARTICLE 33

Minutes are made of each meeting, which are signed by the President and the secretary and included in a register that is kept for this purpose. This register can be consulted at the seat of the association by members and interested third parties. Extracts of it are validly signed by the President and the secretary, or by two governors, or in their absence by two members of the General Assembly.

TITLE V: ACCOUNTS AND BUDGETS

ARTICLE 34

The financial year of the association runs from January 1st up to December 31st. The Board concludes the accounts over the past financial year and prepares the budget of the coming financial year. Both are presented for approval to the General Assembly which is held within six months after the end of the financial year.

TITLE VI: DISSOLUTION AND SETTLEMENT

ARTICLE 35

Except for cases of judicial dissolution and dissolution by law only the General Assembly can decide for dissolution if 2/3 of the members are present or represented at the General Assembly and moreover a 4/5 majority agrees to dissolve the association voluntarily. The proposal to voluntary dissolution of the association must be mentioned explicitly on the agenda of the General Assembly. If 2/3 of the members are not present or represented at this General Assembly, then a second General Assembly must be convened which confers validly irrespective of the number of members present or represented but subject to finding a 4/5 majority agreement to dissolve the association voluntarily. In case of voluntary dissolution the General Assembly appoints, or failing that, the court, one or more liquidators. It stipulates also their competence as well as the settlement conditions. The assets, after auditing of the liabilities, will be transferred to an association with a non-profit aim. For dissolution the dissolution decision, the appointment and the resignation of the liquidators are laid down on the graft of the court of commerce. Within 30 days after the deposition this dissolution decision, the appointment and the resignation of the liquidators must by extract be announced in the appendices at the Belgian Bulletin of Acts, Orders and Decrees ("Belgisch Staatsblad").

ARTICLE 36

For everything not been provided for or not regulated in these Statutes, the law of 27 June 1921 as amended by the law of 2 May 2002 remains applicable.

² = A form of written communication including standard mail or electronic mail