

Non-trading company in the form of a
private limited liability company
'VERNIMMEN Jean-Paul & Philippe', associated notaries
of 252 avenue de la Forêt de Soignes, Rhode-Saint-Genèse.
RPM 0886.434.203

C O N S T I T U T I O N o f A I S B L

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"EUROPEAN AERONAUTICS SCIENCE NETWORK"

Abbreviation « **EASN** »

International not-for-profit association
at 1050 Brussels, Rue du Trone 98

In the Judicial arrondissement of Brussels

CONSTITUTION - BYLAWS - NOMINATIONS

In the year of two thousand and eight,
At Rhode-Saint-Genèse, in the Notarial offices of 252
avenue de la Forêt de Soignes,
Before myself, **Maître Philippe VERNIMMEN, Notary at
Rhode-Saint-Genèse,**

THE FOLLOWING PERSONS ATTENDED:

- 1) Mr **CHIOCCHIA Gianfranco** Leopoldo Clemente, Domiciled
In Borgone Susa (Italy), Via Fraz. Chiantusello 24.
- 2) Mr **CHRYSSOLOURIS Georgios**, Domiciled In Kyprou 6,
Patras, (Greece).
- 3) Mr **GORAJ Zdobyslaw Jan**, Domiciled In Str. Na Uboczu
2, Flat 12, Warsaw, (Poland).
- 4) Mr **HALL Karl Ulf**, Domiciled In Stamkullevaegen 301,
FE 46142, Trollehaettan, (Sweden).
- 5) Mr **Peter HORST**, Domiciled With SCHÜLPER, Gross
Schwüber, Im Born 41.
- 6) Mr **KERMANIDIS Theodoros**, Domiciled In Patron Pyrgou
16, Paralia Owner, (Greece).

7) Mr LAMPEAS Georgios, Domiciled In Hleias 62, Patras, (Greece).

8) Mr LUEDTKE Gört Oliver, Domiciled In Wachtberg, Berkum (Germany), Im Saufang 33.

9) Mr MINES Robert Anthony Wilton, Domiciled In Flat 5, 72 Park Road, Southport Merseyside, PR9 9NB, (Great Britain).

10) Mr MOST Jean Michel, domiciled with Smarves (France), Hill of the Brown Stones 11.

11) Mr PANTELAKIS Spyridon, Domiciled In Aristonikou 33, Athens, (Greece).

12) Mr PANIDIS Thrasyvoulos, Domiciled In Sirogianni 60, Rion Patras, (Greece).

13) Mrs QUAGLIOTTI Fulvia, domiciled in Torino (Italy), Via C so Orbassano 227.

14) Mr RODOPOULOS Christos, Domiciled In Deksamini 13, Brosia 14572 (Greece).

15) Mr ROHACS Jozsef, Domiciled In Budapest 11 (Hungary), Somogyi C 28-30.

16) Mr ROLFES Raimund, Domiciled In Gifhorn (Germany), Schnepfenweg 3.

17) Mr SCHMIDT Dieter Georg, domiciled in Kronberg im Taunus, Ob; Lindenstruthweg 3.

18) Mr SZODRUCH Joachim, Domiciled In Hamburg (Germany), Armgartstraße 10.

19) Mr PAPADOPOULOS Michael, Domiciled In Platonos 15, Ag Vasilios, Rion Patras, (Greece).

20) Mr MOURTZIS Dimitrios, Domiciled In Parodos Hroon Polytexneiou 136, Patras, (Greece).

PART I - CONSTITUTION**BYLAWS**NAMEArticle 1

An international association with scientific objectives is founded, named "European Aeronautics Science Network (EASN)" (hereafter referred to as the Association). This Association is governed by the provisions laid down in Part III of the Belgium Law of twenty-seventh June nineteen-twenty-one governing not-for-profit associations, international not-for-profit associations and foundations.

REGISTERED OFFICEArticle 2

This Association is established at at 1050 Brussels, Rue du Trone 98. The registered office may be transferred to any place in Belgium by ordinary decision of the Administrative Board (hereafter "the Board"), after publication in the "Official Publications of Laws and Statutes" ("Bijlagen tot het Belgisch Staatsblad") within one month after said decision.

OBJECTS AND ACTIVITY OF THE ASSOCIATIONArticle 3.1

The Association will pursue the following non-profit objectives of international utility (hereafter referred to as the "Aims"):

The primary aim of the Association is the advancement of the aeronautics sciences and technologies. Further aims of the Association are to promote, encourage, coordinate and focus joint efforts between Universities, Research Organizations, Industry and SMEs which are active in Europe in the field of aeronautics and aerospace.

Article 3.2

The activities that the Association will propose in order to achieve its Aims are the following:

1. The advancement of aeronautics technologies through innovative research and the support of European Universities, University Departments and Institutes as well as University research staff to perform aeronautics related research.
2. The support of scientific and technological cooperation and human mobility within the area of its cognitive subject and the organization of and the participation to relative activities.
3. The support of and the participation to activities aiming to incubate new knowledge, technological innovation and breakthrough technologies.
4. The dissemination of knowledge and technological innovation and the execution of dissemination work through its participation either on its own or within the framework of consortia in national or international projects and research programs related to aerospace.
5. The support, organization and participation to activities related to scientific knowledge and technology transfer within the area of its cognitive subjects.
6. The execution of studies for the development of national and international policies on subjects related to the aims of the Association and the provision of consultancy services for the development of education, research and development policies and activities in aerospace.
7. Collaboration with Universities, other academic Research Institutions, Research Establishments, the Industry, governmental and state authorities, the European Commission, etc. to support the aims of the Association.
8. The assignment to Universities and other entities of contract work in the frame of its activities.

Article 3.3

The attainment of the Association's objectives shall, to the exclusion of any economic acquisition, serve in an exclusive and direct way towards promoting the development of science and research on instrumentation and its application to Aeronautics and Aerospace.

The Association shall act in an economically disinterested way and will use its proper funds only in agreement with its aims stated in the by-laws. The members do not receive any remuneration from the Association. No person must be favored by expenses that are outside the aims of the Association or by excessive compensations or reimbursements.

Article 3.4

The Association adopts the English language as the working language for all its internal correspondence and administrative documents, except when dealing with the Belgian authorities, in which case French shall be used.

MEMBERSHIP

Article 4.1

The Association is composed of

- a. effective members (with voting rights)
- b. corporate members (with voting rights)
- c. associate members (without voting rights but with a consultative vote)
- d. honorary members (with voting rights)

Article 4.2

a. Effective members with voting rights can be individuals from European Academia or other University-similar organisations, who are active in Aeronautics related research.

b. Universities, University departments and University laboratories (including military universities & schools) which are Corporate members of the EASN Association can be represented by a single person who will have voting rights. Individuals must provide proof that they are delegated by their University/department/laboratory and can act and vote on their behalf.

c. Associate members with a consultative vote can be individuals from Research establishments, SMEs and Industries, who are active in aeronautical research activities and cooperate with the academia. Associate members may also be entities such as Research Establishments, SMEs, Industries, other associations, professional organisations or

governmental agencies (e.g. EEC) subscribing to the objectives of the Association. Each entity will be represented by a single person. Individuals representing a company /organisation must provide the proof that they are delegated by their company/organisation and can act on their behalf.

d. The title of Honorary Member or Honorary President may be granted by the General Assembly to persons who have rendered outstanding services to the Association. Honorary President take juris et de jure part in the General Assembly and Board meetings with voting rights but no obligation to pay a membership fee.

Article 4.3

Separate membership registers will be kept for the research and industrial bodies respectively. Each member must opt for registration in one or other of the said membership registers. Said choice will be reviewed by the Board and in the case of refusal, the member in question may appeal to the General Meeting, whose decision will be final in the matter.

ADMISSION, RESIGNATION AND EXCLUSION

Article 5.1

Prospective members must apply in writing to the Seat of the Association. The Board of Directors should then accept or refuse the application. Notification to the candidate will be done by ordinary letter, fax or e-mail. The decision will be final and does not need justification.

Article 5.2

The membership fee will be fixed by the General Assembly, acting on prior advice from the Board. The membership begins on receipt of the membership fee.

Article 5.3

Members may be excluded from membership by the General Assembly acting on the prior advice of the Board on the following grounds:

1. non-payment of the membership fee; or

2. any breach of the Objectives or Rules of the Association.

The proposal of exclusion of membership will be explicitly mentioned on the agenda of the General Assembly. A member, whose exclusion is being considered, will be formally notified two months prior to any action and will be given the opportunity to give a written defense. The decision of exclusion shall be adopted by a two third's majority of the votes cast by the members present at the General Assembly.

Members who have not settled their membership fees may have certain rights revoked, including but not limited to their access to the members area and to information and/or activities intended for members only.

Members may also be excluded from membership by the Board of Directors in cases of proven inactivity including 3 years of non-payment of membership fees, and when a member cannot be contacted through the indicated contact details. Exclusions by the board will be reported to the General Assembly with proper justification for their decision.

Article 5.4

The members of the Association can resign by sending a written notification to the President of the Association, hereafter called the President. Any individual or institution ceasing to be a member of the Association will have no claim on its membership fee.

In the case of resignation of a member of the Board, the Board will decide on a transition period of minimum 2 months in order to nominate a temporary substitute and resignation will become effective at a time to be agreed by the Board.

MEMBERSHIP FEE

Article 6

Members are due to pay an annual membership fee. The membership fee will be fixed by the General Assembly, acting on prior advice from the Board.

GENERAL ASSEMBLY

Article 7.1

The General Assembly is fully competent to carry out the Aims of the Association. To this end the General Assembly has fullness of competence. The following points are attributed to its competence:

- a. Modification of the by-laws (statutes).
- b. Nomination and revocation of the members of the Board of Directors.
- c. Approval of the budget and annual accounts.
- d. Discharge to the Board of Directors.
- e. Voluntary dissolution of the Association.
- f. Exclusion of a member.
- g. Other competences like the adoption of internal rules.

Article 7.2

The General Assembly is composed of the representatives of all members of all categories. Only effective, corporate and Honorary members have a voting right and each member has only one vote. Associated members may attend the General Assembly without voting rights but with a consultative vote.

Article 7.3

The members of the Association will meet in a General Assembly at least once a year. The General Assembly must be convened by the President of the Board and will be presided over by him. It may be held at any place specified in the notice convening the meeting.

The notice will be sent by letter, fax, email or any other communication means at least 2 weeks prior to the meeting and must contain the agenda of the meeting. The agenda of the General Assembly is drawn up by the President of the Association.

The General Assembly can also be convened by the Board or when a call for a meeting is presented to the President by no less than 1/3 of the effective members.

Article 7.4

At the General Assembly the Board will present the annual accounts and annual report of the Association. The General Assembly will discuss and approve the annual

accounts, will vote on the next year's budget, discuss any other items on the agenda and will appoint the Board members. The General Assembly will discuss and decide upon actions to be taken in agreement with the Aims of the Association, set the policy and the objectives of the Association and set the frame for achieving these objectives. Furthermore, the activities of the Scientific and Industrial Advisory committees (see article 9.5) will be presented. The General Assembly will discuss and decide upon the specific policy related to the actions of these committees.

Article 7.5

A resolution adopted by the General Assembly will be valid if and only if at least one third of the effective members are present or represented and have a majority in favour of the resolution, except in extraordinary circumstances, as stated in the present statutes.

If the quorum is not reached, a new General Assembly will be convened within 72 hours of the first General Assembly. The new General assembly can decide validly, independently of the number of voting members present or represented.

Any member with voting rights may be represented by another member with voting rights, provided written authorization has been given. No member qualified to vote may have more than one proxy vote.

No resolution can be adopted concerning an item that was not included in the agenda.

Resolutions of the General Assembly shall be recorded in a register signed by the President and kept by the Secretary General, who will make it available to the members. All members of the Association shall be notified of the result.

AMENDMENTS TO THE BYLAWS, DISSOLUTION

Article 8

Without prejudice of Articles 50§3, 55 and 56 of the law of 27th of June 1921 on Non-Profit Associations, International Non-Profit Associations and Foundations, any voting member can present to the Board a proposal to amend the statutes or to dissolve the Association. Each proposal that has as its purpose the amendments of the statutes or the dissolution of the Association shall be considered by the Board and communicated to the General Assembly.

If the Board wishes this proposal to be discussed by the General Assembly it shall give at least three months notice of its intention.

The General Assembly can only validly consider the proposal if and only if two-thirds of the voting members are present or represented.

A decision is adopted if passed by a four-fifths majority of the voting members present or represented.

If at the General Assembly no such attendance of two-thirds of the members qualified to vote is obtained, a second General Assembly pursuing the identical procedure as mentioned above, shall be convened to definitely and validly decide on the proposal, on the basis of the same four-fifths majority, with or without attendance of the two-thirds of the members qualified to vote, who are present or represented, at the earliest, 15 days after the first General Assembly.

The amendments to the statutes will become effective only after the publicity conditions required by Article 50§3 and 51§3 of the above mentioned law, will have been satisfied.

The General Assembly will decide the manner according to which the Association will be dissolved.

The possibly remaining net assets of the Association after dissolution will be affected to a moral person of private rights pursuing similar non-profit aims, or by default, in a disinterested manner.

BOARD OF DIRECTORS

Article 9.1

The Board of Directors is vested with all powers necessary for the Administration and Management, within the limits of its attributions by the General Assembly.

Article 9.2

The Association shall be managed by a Board composed of a minimum of 6 members. The Board shall be composed of elected representatives of voting members.

The Board members are appointed by the General Assembly on the following conditions: each Board member shall be elected for a 3 year term and is eligible for re-appointment. They are serving in a personal capacity only.

In case of a vacancy the Board will nominate a temporary substitute. In case of resignation the Board will require a transition period of minimum two months to elect a temporary substitute. In both cases, the next General Assembly will elect a permanent replacement. In case of resignation of over half the Board members elected by the General Assembly, a new General Assembly will be called to elect a new Board. A Board member's three year term shall begin from the date of election by the General Assembly.

The members of the Board can be dismissed by the General Assembly on the basis of a two-thirds majority.

The position of a Board member is unsalaried.

Article 9.3

The Board nominates among his members:

- a President
- a Vice-President
- a Secretary General
- a Treasurer
- a Scientific Advisory Officer
- an Industrial Advisory Officer

The president, the vice-president, the secretary general, and the treasurer treat current affairs. The secretariat of the Association is under the direct responsibility of the secretary general for daily affairs. The accountancy of the Association is under the direct responsibility of the Treasurer. The entire Board equally, however, has a functional line responsibility to the President.

The Board can empower the President, or a Board member, or subcontract a third party, with responsibility for daily administration. In such case, the corresponding tasks and budget will be determined by the Board and approved by the General Assembly with the approval of the annual accounts.

Article 9.4

The Board of Directors will decide upon actions to be taken, in agreement to the general policy and the aim set by the General Assembly with special attention to:

1. the works of the Industrial Advisory Committee and Scientific Advisory Committee
2. the technical programs (e.g. European research programs or any other collaborations supported by industrial research programs)
3. the development of the Association and the information of governmental agencies and of the public about the objectives and activities of the Association
4. the secretariat of the Association

Article 9.5

The Board of Directors will set up a Scientific Advisory Committee, which will recommend the research goals of EASN and propose special activities. It also will set up an Industrial Advisory Committee that will advise on matters of industrial importance and may also propose special activities. Each of those committees will be composed of at least one member and the corresponding Chairmen will be members of the Board of Directors.

Article 9.6

The Board of Directors will meet at least once a year or when a call for a meeting is presented to the President by no less than half the Board members.

The notice will be sent by letter, fax or any other communication means at least 10 days prior to the meeting and must contain the agenda of the meeting drawn up by the President of the Association. The Board of Directors has the power to meet between General Assembly meetings and take decisions as the Board has deemed to pass on to it.

Article 9.7

The Board of Directors can only validly deliberate if at least two-thirds of the members of the Board are present or represented. A member of the Board may be represented by another member of the Board, provided written authorization has been given. No member of the Board may have more than one proxy vote.

The resolutions of the Board of Directors will be adopted on the basis of simple majority of the Board members present or represented. In case of equal votes, the President's vote will be preponderant. Minutes and Resolutions of the Board of Directors shall be recorded by the Secretary General in a register signed by all the members of the board and kept by the Secretary General, who will make it available to the members.

REPRESENTATIONArticle 10

All acts binding on the Association, unless special powers of attorney are granted, shall be signed by the President or the Treasurer who will not be obliged to prove their power of attorney to third parties.

All legal actions, whether the Association acts as plaintiff or a defendant, shall be taken, initiated or proceeded with by the Board, represented by its President or a Board member appointed for that purpose.

BUDGET AND ANNUAL ACCOUNTSArticle 11

The financial year begins on January 1st and ends on December 31.

As required by Article 53 of the law of 27th of June 1921, the Board shall each year present the annual accounts of the financial year and the budget for the next financial year to the General Assembly for approval. The treasurer will verify the accounts before presentation to the board. In case of doubt or in case the General Assembly does not approve the accounts, an audit committee shall be appointed by the General Assembly which will verify the accounts and present their findings to the General Assembly. The accountancy of the Association will be subcontracted to a third party.

The financial resources of the Association will be derived from

- a) the membership fees,
- b) subsidies, donations or bequests of all kinds, subject to observance of the law,
- c) payments, if any, as a result of services rendered to third parties.
- d) payments resulting from contracts executed by the Association in agreement with the current statutes

SECRETARIAT

Article 12

All secretariat work will be subcontracted on a periodic basis. The tasks of the secretariat and the corresponding budget will be defined by the Board of Directors and approved by the General Assembly. The work to be carried out by the secretariat requires both secretarial competences (website and database maintenance, promotional activities, etc.) and technical competences (set up of technical databases, of technical content of conference programs, assistance in research programs, etc.).

ORGANIZATION OF MEETINGS AND CONFERENCES

Article 13

The Board of Directors decides on the organization of meetings and conferences and is in charge of all scientific and technical aspects of these events. However, the Board trusts their practical organization to a member of the Association or to external organizations at their own risks and benefits.

GENERAL PROVISIONS

Article 14

All matters which are not covered by the present constitution or any of the notices published in the "*Annexes au Moniteur Belge*" will be regulated by Part III of the Belgium Law of twenty-seventh June nineteen-twenty-one on not-for-profit associations, international not-for-profit associations and foundations.

FINAL AND/OR PROVISIONAL CLAUSES

The undersigned persons attending here today hereby unanimously decide on the following matters, such decisions to enter into force only when this founding constitution is filed with the Registrar of the Civil Court in whose jurisdiction the Association is situated, said filing conferring legal personality on the Association.

1. First accounting year

The first accounting year shall begin on the day this document is filed and end on 31st December two thousand and eight.

2. First Ordinary General Meeting

The first Ordinary General Meeting will be held in two thousand and eight.

3. Appointment of Board members

The undersigned hereby unanimously decide that the administrative Board will be composed of the following directors, present today, and who accept their appointments:

- 1) Mr. Pantelakis Spyridon
- 2) Mr. Peter Horst
- 3) Ms. Fulvia Quaqliotti
- 4) Mr. Goraj Zdobyslaw
- 5) Mr. Most Jean-Michel

6) Mr. Schmidt Dieter

Their appointment shall expire after the ordinary general meeting in two thousand and eight.

They shall receive no remuneration for serving their terms of office.

5. Legal auditors

The undersigned hereby appoint as the legal auditors:

Said legal auditors accept their appointment.

6. Powers

The undersigned hereby vest Mr. Philippe Vernimmen, of P.O. box 38, 205 avenue de Messidor, Uccle, with all powers to sign the application to the Ministry of Justice to obtain grant of legal personality.

7. Meeting of the Administrative Board

The persons appointed to the Board shall fill the following offices:

- Chairman: Mr. Pantelakis Spyridon, who accepts.
- Vice-chairman: Mr. Peter Horst, who accepts.
- Treasurer: Ms. Fulvia Quaqliotti, who accepts.
- Secretary: Mr. Goraj Zdobyslaw, who accepts.
- Scientific Advisor: Mr. Most Jean-Michel, who accepts.
- Industrial Advisor: Mr. Schmidt Dieter, who accepts.

ASSUMPTION OF CONTRACTUAL OBLIGATIONS

The persons appointed as Board members hereby acknowledge they have been informed by the Notary in the present matter of the terms of article 3(2) of the Law of twenty-seventh June nineteen-twenty-one and to the requirement to assume where necessary within the prescribed time-limit any obligations undertaken by the Association whilst in the process of formation.

I. Assumption of acts undertaken on behalf of the Association in formation

The undersigned hereby declare that there are obligations and activities already undertaken in the name and on behalf of the Association in formation prior to this constitution and which are to be deemed undertaken initially by the Association hereby constituted.

II. Assumption of acts undertaken after signature of this constitution.

The Administrative Board may, in conformity with article 3(2) of the Law, assume the acts and obligations required for or of use in pursuing the objects of the Association in formation, and as hereby constituted. The transactions entered into on behalf of the Association in formation thereby binding it contractually will be deemed to have been entered into initially by the Association hereby constituted.

This assumption of obligations will only come into effect with the filing of the bylaws with the Registrar of the competent Court.

CERTIFICATION AS TO IDENTITY

The Notary handling this matter certifies the names, forenames and addresses of the private individuals producing their identity cards in conformity with article 11 of the Ventôse Law.

WITNESS THEREFORE, THIS ACT

- is signed at Rhode-Saint-Genève in the Notarial office;
- the parties hereto declare that they were made aware of this Act five days in advance of signing it and that this was sufficient time to examine it properly; and
- the parties and the Notary have signed this document after the provisions concerning them were fully read out to them and explained and certain other provisions summarized.