

AIR TRANSPORT ACTION GROUP STATUTES

Adopted on 3 July 2002 – amended on 16 May 2007

I. NAME, REGISTERED OFFICE AND OBJECTIVES

- 1- The Air Transport Action Group (hereafter “*the Association*” or “*ATAG*”) is hereby constituted as an Association with legal personality, within the meaning of articles 60ff of the Swiss Civil Code.
- 2- ATAG’s registered office is at 33 route de l’Aéroport, P. O. Box 49, 1215 Geneva 15 Switzerland.
- 3- ATAG is a non-profit Association, carrying no industry on commercial lines or economic activity and purposes whatsoever.
- 4- The mission of the Association is to promote aviation’s sustainable growth for the benefit of our global society. To this end, ATAG:
 - advocates for coordinated action on strategic issues – such as environment and infrastructure – that require cross-industry coordination and involvement and contributes to public policy debates;
 - mobilises the industry towards joint statements and promotion of a joint vision;
 - carries out appropriate studies to develop consistent data and information; and
 - proactively communicates aviation’s positive role and impact with respect to economic and social development.

II. MEMBERSHIP

- 5- ATAG membership is open to companies and organisations that operate, manufacture, control or handle commercial aircraft, represent them or supply the aviation industry in any way.

ATAG membership falls into the following categories:

- *Funding membership* is designed for members who play a driving role within the Association and devote substantive time and resources to this end.
 - *Associate membership* is designed for companies that are part of the aviation supply chain and are keen to actively contribute to ATAG’s mission.
 - *Active membership* is designed for members who have a keen interest in ATAG’s mission but cannot devote similar time and/or resources.
 - *Partnership* is designed for aviation partners, such as travel and tourism institutions or chambers of commerce that are not eligible for funding, active or associate membership but are keen to cooperate with ATAG, preferably on a reciprocal basis.
- 6- Application for membership is made pursuant to the conditions set out at article 5 of the present statutes.

III. CONTRIBUTIONS

- 7- Funding members pay a minimum annual contribution of USD 25'000.
- 8- Associate members pay a minimum annual contribution of USD 10'000.
- 9- Active members pay a minimum annual contribution of USD 1'000.
- 10- Partners pay a minimum annual contribution of USD 250 or are exonerated from any contribution if they grant reciprocity to ATAG.

IV. RESOURCES

- 11- Resources consist of members' contributions and any other donation made to the Association.

V. ORGANS OF THE ASSOCIATION AND VOTING POWER

V.1 GENERAL ASSEMBLY

- 12- A General Assembly is constituted pursuant to articles 64 to 68 of the Swiss Civil Code.

It is convened once a year, normally in the first half of the year.

Convocations are sent out with the agenda no later than three (3) weeks before the Annual General Assembly Meeting.

- 13- Extraordinary General Assembly Meetings may be convened on the Board of Directors' initiative or within a month following one or several members' initiative, whose voting power shall represent at least twenty-five (25) percent of the Association's total votes.

- 14- The General Assembly decides on admission and expulsion of members, appoints the Board of Directors and the Auditor, controls the activity of these organs, which it may at any time revoke and dispose of all matters not specifically assigned to any other organ of the Association.

Without prejudice to the above and unless otherwise provided in these statutes, it has the power to make the following decisions:

- approval of the annual activity report, accounts and balance sheet;
- processing of proposals by individual members and the Board of Directors' proposals as well as settlement of appeals;
- modification of the statutes;
- dissolution of the Association.

- 15- Voting powers are established as such:

Funding members with an annual contribution above USD 25'000	50 each
Funding members with an annual contribution of USD 25'000	25 each
Associate members with an annual contribution above USD 10'000	15 each
Associate members with an annual contribution of USD 10'000	8 each
Active members with an annual contribution above USD 1'000	5 each
Active members with an annual contribution of USD 1'000	3 each
Partners	1 each

16- Unless otherwise provided in these statutes, decisions of the General Assembly shall be taken by a majority of the votes of the members present.

Resolutions that publicly define ATAG's specific policies or positions shall be presented by the Board of Directors and adopted by a qualified two-thirds majority of the votes of the members present.

The appointment of the Board of Directors shall require a qualified two-thirds majority of the votes of the Members present

17- Members may opt to leave the Association, with three (3) months written notice and effective on the first day of the following year.

18- Without prejudice to the above, membership may be terminated by the Board of Directors with immediate effect exclusively in the following situations and not precluding further legal action:

- Breach of obligations arising out of the present statutes, in particular interruption of contribution.
- Criminal conviction, bankruptcy, stay of bankruptcy or insolvency.

V.2 BOARD OF DIRECTORS

19- The Board of Directors consists of a minimum of seven (7) and a maximum of seventeen (17) directors.

20- The members of the Board are appointed for three years by the General Assembly, following Board's proposal. In case of vacancies, the Board designates new members, subject to confirmation by the next General Assembly. Reappointment to the Board is authorised.

21- The Board of Directors defines its own working rules. It adopts the budget, policies and strategies of the Association, as well as the resolutions to be submitted to the General Assembly. It appoints ATAG's Executive Director.

22- Without prejudice to articles 23 and 24 hereunder, the Board of Directors shall have the authority to enter into agreements with, or otherwise bind ATAG to third-parties, only as necessary to conduct the normal business affairs. The Board shall not have permission to delegate action to any third party for responsibilities arising out of the normal course of business.

V.3 EXECUTIVE DIRECTOR

23- The Executive Director shall be ATAG's Chief Executive Officer and shall exercise, under the Board's authority, the supervision, direction and control over the business and affairs of ATAG, as well as such other functions and duties that the Board may delegate or assign to the Executive Director.

24- The Executive Director acts as the Chairman of the Association. He appoints the Association Treasurer, subject to Board approval. Each of them is entitled to take financial decisions on behalf of the Association, up to USD 10,000. For any expense exceeding USD 10,000, the decision has to be approved by both the Executive Director and the Treasurer¹.

V.4 AUDITOR

25- The General Assembly appoints an Auditor for a duration of one (1) year. Re-appointment is authorised.

¹ New paragraph 24 adopted by the ATAG Annual Assembly on 16 May 2007 in Montreal

26- Business years start on 1 January to end on 31 December.

27- Annual accounts are submitted to the auditor at least three (3) weeks before the ordinary General Assembly of the Association, together with all books and necessary documents. These are returned by the Auditor on the day and upon closure of the General Assembly.

VI. LIABILITY

28- For the actions arising out of the course of business of ATAG, liability shall be limited to the contributions and assets of the Association.

29- Members of the Association incur no personal liability.

VII. MODIFICATION OF STATUTES AND DISSOLUTION OF THE ASSOCIATION

30- Any modification of the present statutes shall be decided by the General Assembly at the majority of the votes of the members present.

31- Dissolution of the Association shall be decided on a qualified two-thirds majority basis, with a seventy-five (75) percent quorum of the votes cast. Should the above quora not be met, a second General Assembly shall be convoked no later than six (6) weeks later to decide at the majority of the votes of the members present.

32- In the event of the Association's dissolution, the General Assembly shall decide the destination and allocation of the Association's assets.

VIII. FORUM ELECTION AND APPLICABLE LAW

33- The present Statutes are governed by Swiss law.

34- Any dispute relating to the construction or the implementation of the present Statutes shall be settled by the Courts of the Canton of Geneva.

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