

Air Transport Action Group Statutes

Adopted on 3 July 2002. Amended on 16 May 2007 and 21 September 2023

I. NAME, REGISTERED OFFICE AND OBJECTIVES

- 1 - The Air Transport Action Group (hereafter “the Association” or “ATAG”)¹ 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 in Grand Saconnex, Geneva Canton.
- 3 - ATAG is a not-for-profit Association, carrying no industry on commercial lines or economic activity and purposes whatsoever.
- 4 - The mission and objectives of the Association include:
 - promoting a united global vision in the field of air transportation for the benefit of society, governments (developing and developed), the United Nations institutions and the aviation sector (including airports, airlines, airframe and engine manufacturers, air navigation service providers, leasing companies, airline pilot and air traffic controller unions, aviation associations, chambers of commerce, tourism and trade partners, ground transportation and communications providers, aviation suppliers, etc.);
 - developing studies to provide consistent and reliable data on air transport’s contribution to job creation, trade, connectivity, tourism, community lifelines and humanitarian disaster response;
 - establishing working groups across the air transport sector to address solutions to key challenges (e.g. sustainability, environment, climate change and energy infrastructure);
 - minimising the long-term environmental and climate impacts of aviation and air transport connectivity;
 - advocating for coordinated action on strategic issues and mobilising joint statements;
 - providing expert and constructive contributions to governmental and UN processes, and other public policy debates;
 - developing an array of communications resources about the air transport sector’s sustainability activities;
 - organising educational and information-sharing sessions such as Summits, Fora, briefings and other events for a variety of audiences.

¹ ATAG was initially established in July 1990 as a joint project between the International Air Transport Association, Boeing, Airbus and British Airways to promote aviation’s sustainable development in the long-term. In 2002, ATAG was made an independent association with the establishment of these Statutes. Since then, it has expanded its membership to cover a wider array of air transport organisations.

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, or organisations which have an interest in the sustainable development of air transport.

ATAG membership falls into the following categories:

- **Principal Partner Members:** for members who play a driving role within the Association and devote substantive time and resources to this end: these are represented on the ATAG Board.
- **Strategic Associate Members:** for companies that are part of the aviation supply chain and are keen to contribute actively to ATAG's mission.
- **Affiliates:** for organisations and companies which cannot devote similar time and/or resources but would like to support ATAG's mission.
- **Supporters:** for organisations that are in the wider travel and tourism industry and would like to be involved in ATAG activity. As of 2023, this category is not being promoted for new members.

6 - Application for membership is made pursuant to the conditions set out at article 5 of the present Statutes and will be reviewed by the Board of the Association for interim membership, before being submitted to the General Assembly for approval.

III. MEMBERSHIP FEES

7 - Members will provide membership fees in line with their level or category of membership and involvement in the Association, with a schedule of fees to be posted on the Association website.

Membership fees shall be reviewed annually and will be assessed against inflation, material costs and strategies as agreed by the Board, from the date of revision of these Statutes.

Members that are in financial difficulty may work with the Executive Director to agree a temporary discount in fees / contributions, on the understanding that they will revert to the standard membership fee the following year.

IV. RESOURCES

8 - Resources consist of membership fees outlined in section III, and any other contribution or donation made to sponsor the projects or activities of the Association, provided that such projects are approved by the Board.

All resources of the association shall be used exclusively for its not-for-profit purpose.

V. ORGANS OF THE ASSOCIATION AND VOTING POWER

V.1 GENERAL ASSEMBLY

9 - 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. These shall be in-person or, in extraordinary circumstances, can be conducted in virtual or hybrid meeting format.

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

10 - An Extraordinary General Assembly may be convened on the Board of Directors' initiative or within a month following one or several members' initiatives, whose voting power shall represent at least twenty (20) percent of the Association's total votes. Extraordinary General Assemblies may be in-person, virtual or in hybrid meeting format.

11 - The General Assembly decides on admission and expulsion of members, appoints the Board of Directors and the Auditor, which it may at any time revoke; and disposes of all matters not specifically assigned to any other organ of the Association, upon the recommendation of the Board.

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.

12 - Voting powers are established as follows, based on annual membership fees as defined under Section III above:

- Principal Partner Members with annual membership fees of CHF 125,000 and above: 50 each
- Principal Partner Members with annual membership fees under CHF 124,999: 40 each
- Strategic Associate Members: 15 each
- Affiliates: 8 each
- Supporters: 1 each

13 - Unless otherwise provided in these Statutes, decisions of the General Assembly shall be taken by a majority of the votes of the members present by a show of hands or via live virtual confirmation.

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

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

15 - 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 the payment of the Membership fees.
- Criminal conviction, bankruptcy, stay of bankruptcy or insolvency.
- If the activities or conduct of the member, or a member is acquired by another company which activity or conduct, diverges significantly from the aims and spirit of the Association.

V.2 BOARD OF DIRECTORS

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

17 - 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. The Board of Directors is not remunerated by the Association for its membership of the Board.

18 - The Board of Directors defines its own working methods. 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.

19 - The Principal Partner Members may propose to the General Assembly the appointment of Strategic Associate Members to the Board in order to ensure sectoral and geographical representation of the Association. Re-appointment to the Board is authorised.

20 - Without prejudice to articles 21 and 22 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 parties outside the Association for responsibilities arising out of the normal course of business.

V.3 EXECUTIVE DIRECTOR

21 - 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.

22 - The Executive Director acts as the Chairperson of the Association, and recommends the Association Treasurer, to be approved by the Board. Each of these roles may take financial decisions on behalf of the Association, up to CHF 10,000. For any expense exceeding CHF 10,000, the decision must be approved by both the Executive Director and the Treasurer.

The Executive Director and/or Association Treasurer (or at least one member of the Board with the power to represent ATAG) must be domiciled in Switzerland.

V.4 AUDITOR

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

24 - Business years start on 1 January and end on 31 December.

25 - 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. A report from the Auditor with the audited accounts is delivered to the General Assembly.

VI. LIABILITY

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

27 - Members of the Association incur no personal liability.

VII. MODIFICATION OF STATUTES AND DISSOLUTION OF THE ASSOCIATION

28 - Any modification of the present Statutes shall be decided by the General Assembly according to the majority of the votes of the members present, upon the recommendation of the Board.

29 - 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 quorum not be met, a second General Assembly shall be convoked no later than six (6) weeks later to decide according to the majority of the votes of the members present, upon the recommendation of the Board.

30 - In the event of the Association's dissolution, the Association's remaining net assets shall be irrevocably and exclusively allocated to other tax-exempted organisations pursuing public interests. The exact organisation(s) shall be decided by the General Assembly. The distribution of the funds to donors or founders is excluded.

VIII. FORUM ELECTION AND APPLICABLE LAW

31 - The present Statutes are governed by Swiss law.

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

The original English version shall prevail.

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