



WOMEN IN AEROSPACE STATUTES (Status 2011, after amendment)

Name and registered office

Article 1

1. The name of the Association is Women in Aerospace Europe (and may also be referred to as WIA-Europe).
2. It has its registered office in Noordwijk (Zuid-Holland).

Objective

Article 2

The objective of the Association is to:

- Be a networking platform for women in aerospace;
- Attract more women to the aerospace sector;
- Foster the interests of women working in aerospace;
- Improve access of women to leadership positions in aerospace;
- Advance aerospace education;
- Advocate the political commitment to aerospace programmes;
- Recognise achievements of women in aerospace;
- Be an ambassador for aerospace in Europe.

Financial year

Article 3

The financial year of the Association corresponds with the calendar year.

Membership

Article 4

1. The Association distinguishes various types of Members, i.e.:

- **Ordinary Members.** Ordinary Members can exclusively be natural persons of whom it is acknowledged that they have professional responsibilities or demonstrable interest in aerospace or related areas.
- **Honorary Members.** Only natural persons who merit this on the basis of their professional position or contribution to the Association can become honorary Members.
- **Corporate Members.** Corporate Members can be companies, Associations and foundations that conduct activities in aerospace or related areas. Corporate Members may be granted one of the following qualifications:
 - o Platinum Member
 - o Gold Member;
 - o Silver Member;
 - o Bronze Member;
 - o Non-profit Corporate Member.

Where these Statutes refers to Members, this includes all types of Members, unless the contrary is expressly stated.

2. Members are those who have registered as a Member in writing with the Board, where appropriate with the request to be granted one of the qualifications listed above in paragraph 1 under Corporate Members, and who have been admitted by it, with or without one of the qualifications listed above in paragraph 1 under Corporate Members. In case the Board decides not to admit a Member or not to



grant it the requested qualification, the General Meeting can still decide to admit the Member or grant it the qualification.

Honorary Members are those who on a proposal of the Board are appointed as such by the General Meeting.

3. The Membership cannot be transferred.

4. The Association also has **Participants**. Participants are natural persons who have been designated as such by a Corporate Member. Participants are not Members and have no other rights than those explicitly granted to them by the Statutes or Bylaws of the Association.

A Corporate Member which has been granted one of the qualifications listed hereafter has the right to designate the following number of Participants:

- A Platinum Member: ten Participants
- A Gold Member: five Participants
- A Silver Member: two Participants
- A Bronze Member: one Participant
- A Non-profit Corporate Member: one Participant

The person who has been designated by the Corporate Member to represent it in the General Meeting in accordance with the provisions of article 12 paragraph 1 shall be considered as a Participant.

Article 5

1. The Membership comes to an end:

- a. On the death of a Member (in case of a natural person);
- b. By notice of termination by the Member;
- c. By notice of termination by the Association;
- d. By removal.

2. Notice of termination of Membership by the Member may be given only as at the end of a financial year, in writing to the Board, and with at least four weeks notice. If notice of termination is not given in a timely fashion, the Membership continues up to the end of the next financial year.

The Membership comes to an end with immediate effect:

- a. If it cannot reasonably be required of the Member to continue the Membership;
- b. Within one month after a decision to restrict the rights of the Members or to increase their obligations has become known or has been communicated to a Member (also when this concerns a change in the financial rights and obligations);
- c. Within one month after a decision to convert the Association into another legal form or to merge it has been communicated to a Member.

3. Notice of termination of the Membership by the Board on behalf of the Association is possible at the end of the current financial year:

- If on the first of November a Member, after having been given written notice on three (3) occasions, did not fully comply with his financial obligations vis-à-vis the Association for the current financial year;
- If the Member ceases to meet the requirements that are at that time imposed on the Membership pursuant to the Statutes.

The notice period is at least four weeks.

If notice of termination is not given in a timely fashion, the Membership continues until the end of the first following financial year.

The notice can, however, result in immediate termination of the Membership if it cannot be reasonably expected of the Association to continue the Membership. The latter shall in any case be the case if the Member has been declared bankrupt, has applied for simple bankruptcy, or if a statutory debt restructuring scheme is declared applicable to the Member. The notice of termination must always be given in writing stating the reasons thereof.



4. Removal can only take place if a Member acts in breach of the Statutes, Bylaws or decisions of the Association or when the Member prejudices the Association unreasonably. It is carried out by the Board, which notifies the Member as soon as possible of the decision and the reasons on which it is based. The Member shall have the right to appeal to the General Meeting, within one month after having received notice of the decision. The General Meeting votes on the appeal in accordance with the provisions set forth in article 16 paragraph 3. During the period for appeal and pending the appeal, the Member shall be suspended. A suspended Member is not entitled to the right to vote. If the Membership ends in the course of a financial year, the annual contribution remains due in full, unless the Board decides otherwise.

Donors

Article 6

1. Donors are those who have been admitted as donors by the Board. The Board is authorised to terminate the donorship by written notice.
2. Donors who are not also a Member are entitled to attend the General Meeting. They do not have a right to vote in the meeting, however they are entitled to address the meeting.

Annual contribution

Article 7

Each Member is held to pay an annual contribution. The level of the contribution is established by the General Meeting on a proposal by the Board. Honorary Members are exempted from the obligation to pay an annual contribution.

Board

Article 8

1. The Board shall consist of eleven (11) natural persons who shall designate at least a President, a Chair, a Secretary and a Treasurer from their midst. The Board is authorised to create other Board functions and to appoint persons from its midst for these positions. The President, the Chair, the Secretary and the Treasurer constitute the executive committee of the Association.
2. The General Meeting appoints the Members of the Board. Members of the Association and directors of the Corporate Members of the Association are eligible. Non-Members are also eligible.
3. The appointment of the Members of the Board takes place upon nomination. The Board is authorised to draw up a nomination. This authority is also vested in at least ten (10) Members jointly, provided that they have complied with their financial obligations vis-à-vis the Association at the time of the nomination.

If the Board intends to submit a nomination, the deadline mentioned in article 15 paragraph 3 is extended by fourteen (14) days, so that the deadline for the notice to convene is at least twenty-one (21) days before the meeting. The nomination of the Board is communicated with the notice to convene for the General Meeting. Members who intend to submit a nomination must inform the Board accordingly in writing at the latest fourteen (14) days prior to the General Meeting. The Board communicates this nomination to the Members at the latest seven (7) days prior to the General Meeting.

If both the Board and the Members submitted a nomination, both nominations are combined into one, identifying the nominating body for each candidate.

4. a. Board Members are appointed for a period of at most three (3) years. They resign in accordance with a resignation schedule to be prepared by the Board, taking into account as much as possible the need for continuity and sufficient circulation within the Board. A Board Member resigning in accordance with the resignation schedule is re-eligible three consecutive terms. The Board can determine that a first appointment term that in pursuance of the resignation schedule lasts for one year or less is not taken into account for the purpose of the previous sentence. Those who



are not eligible for reappointment can only be reappointed one (1) year after the end of their term.

b. A Board Member appointed for an interim vacancy occupies the place on the resignation schedule of the person in whose vacancy he was appointed. If the first term of the person appointed in the vacancy is one year or less, the Board can determine that this term is not taken into account for the purpose of part a. of this paragraph.

5. Board Members can at all times, stating the reasons thereof, be suspended and removed by the General Meeting. The General Meeting adopts a suspension or removal decision by a majority of two thirds of the votes cast.

6. The suspension comes to an end if the General Meeting does not decide to proceed with removal within a period of three months thereafter. The suspended Member of the Board is entitled to account for himself or herself in the General Meeting and may be assisted by legal counsel.

7. If the Board consists of less than eleven (11) Members, it nonetheless retains its powers. The Board shall convene a General Meeting as soon as possible, in which the filling of the vacancy (or vacancies) shall be addressed.

8. The provisions set forth in articles 11 up to and including 14 are as much as possible equally applicable to the meetings and the decision-making of the Board.

Article 9

The Board shall manage the Association.

Article 10

1. The executive committee represents the Association.

2. Power of representation is also vested in two Members of the executive committee acting jointly.

General meetings

Article 11

General Meetings are held at the location as determined in the notice to convene, failing which the meeting is held in the municipality where the Association holds its registered office.

Article 12

1. Members who have not been suspended, Donors, Participants, as well as those who were invited for that purpose by the Board and/or the General Meeting have access to the General Meeting.

A Corporate Member may designate only one natural person to represent it in the General Meeting.

If the Board so requests, the Corporate Member shall indicate in writing to the Board, at least seven days before the General Meeting, how many Participants it has appointed to attend the General Meeting, and to provide the Board with the data of the person mentioned in the preceding paragraph and of the Participants that it may have required in the abovementioned request.

A suspended Member shall be entitled to attend the meeting at which the decision to suspend him is on the agenda, and may address the meeting in respect thereof.

2. With the exception of a suspended Member, each Member is entitled to one vote in the General Meeting. Contrary to the preceding sentence, a Corporate Member who has been granted the qualification listed hereafter has several votes in the General Assembly, as follows:

- A Platinum Member: ten votes
- A Gold Member: five votes
- A Silver Member: two votes

Each Member entitled to vote can grant another person entitled to vote a written proxy to cast his vote(s). A person entitled to vote can act as the duly authorised proxy holder of at most two Members.



3. A unanimous decision of all Members entitled to vote, even if they have not convened in a meeting, has the same effect as a decision of the General Meeting, provided that it is adopted with prior knowledge of the Board. This decision may also be adopted in writing.
4. The Chairperson determines the manner of voting in the General Meeting.
5. All decisions in respect of which the law or these Statutes do not prescribe a larger majority, are adopted by an absolute majority of the votes cast. If the votes are equally divided about business matters, the proposal is dismissed. If the votes are equally divided upon the election of persons, the drawing of lots decides. If during an election between more than two persons none of the persons obtains an absolute majority, a revote is held between the two persons having obtained the largest number of votes, if necessary after an intermediate vote.

Article 13

1. General Meetings are chaired by the President, or in his or her absence, by the Chair, and in his or her absence, by the Secretary, and in his or her absence, by the Treasurer, and in his or her absence, by the eldest Member of the Board present. If no Members of the Board are present, the Meeting arranges a Chairperson itself.

2. The opinion about the result of a vote expressed by the Chairperson of the General Meeting is decisive.

The same applies to the content of an adopted decision, if the vote concerned a proposal that was not established in writing. However, if immediately after the announcement of the opinion of the Chairperson, the correctness thereof is disputed, a new vote takes place if the majority of the meeting or, if the original vote did not take place by roll call or by ballot, a person present entitled to vote desires this.

As a result of this new vote, the legal consequences of the original vote expire.

3. A person appointed by the Chairperson shall keep minutes of the deliberations at the General Meeting.

These minutes shall be adopted during the same or the next General Meeting.

Article 14

1. Each year at least one General Meeting shall be held, within six months after end of the financial year, except if an extension is granted by the General Meeting. In this General Meeting the Board presents its annual report on the affairs of the Association and the policy pursued. It presents the balance sheet and the profit and loss account with explanatory notes for approval by the General Meeting.

These documents are signed by the Members of the Board; if the signature of one of them is missing this is recorded, stating the reason thereof.

2. If an auditor's report within the meaning of article 393 paragraph 1 of Book 2 of the Dutch Civil Code concerning the truthfulness of the documents as intended in the previous paragraph is not submitted to the General Meeting, the General Meeting annually appoints a Commission of at least two Members who are not part of the Board.

3. The Board shall provide the Commission with all the information it desires for the benefit of its audit, present evidence of the funds and assets if it so requires, and provide insight into the books and documents of the Association.

4. The Commission audits the documents intended in paragraph 1 and paragraph 3.

5. If, at the discretion of the Commission, this audit requires specialist accounting knowledge, it can, at the expense of the Association, request the assistance of an expert. The Commission reports its findings to the General Meeting.



Article 15

1. General meetings are convened by the Board as often as it deems necessary or is required by law or these Statutes.
2. At the written request of at least one tenth of the Members entitled to vote, the Board shall convene a General Meeting within four weeks after the submission of the request. If the request is not complied with within fourteen days, the applicants can personally proceed with a notice to convene the General Meeting in the manner as determined in paragraph 3 or by means of an advertisement in at least one widely read newspaper. The applicants can then charge persons other than the Members of the Board to chair the meeting and prepare the minutes.
3. The General Meeting shall be convened by written notice addressed to the persons entitled to vote, with a deadline of at least seven days.
The notice shall include the subject matters to be discussed.

Amendment of the Statutes

Article 16

1. Amendment of the Statutes can only take place upon a decision of the General Meeting that was convened by notice stating that an amendment of the Statutes will be proposed thereat.
2. Those who convened the General Meeting for the deliberation of a proposal concerning amendment of the Statutes must file a copy of that proposal, stating the proposed amendment verbatim, at an appropriate location for inspection by the Members at least five days before the meeting, up to the end of the day when the meeting is held.
3. The General Meeting can only adopt a decision concerning amendment of the Statutes with a majority of at least two thirds of the number of votes cast.
4. The amendment of the Statutes only takes effect after a notarial deed has been drawn up. Each of the Members of the Board is authorised to have the deed of the amendment of the Statutes executed.
5. The provisions set forth in paragraphs 1 and 2 are not applicable if all persons entitled to vote are present or represented at the General Meeting and the decision concerning amendment of the Statutes is adopted unanimously.
6. The Members of the Board shall file an authenticated copy of the deed of amendment of the Statutes and a complete continuous text of the Statutes, as it reads after the amendment, at the registry of the Chamber of Commerce and Industry.

Dissolution and liquidation

Article 17

1. The provisions set forth in article 16 paragraphs 1, 2, 3 and 5 are equally applicable to a decision of the General Meeting concerning dissolution of the Association.
2. In case of a decision referred to in the previous paragraph, the General Meeting also decides on the destination of the credit balance, as much as possible in accordance with the objective of the Association.
3. The liquidation shall be executed by the Board, unless the General Meeting decides otherwise.
4. After the dissolution, the Association continues its existence to the extent that this is required in connection with the liquidation of its assets. During the liquidation, the provisions of the Statutes remain as much as possible in full force and effect. In documents and announcements issued by the Association, the words "in liquidation" shall be added to its name.
5. The liquidation comes to an end when there are no more assets known to the liquidator.
6. The books and documents of the dissolved Association must be kept for a period of ten years after conclusion of the liquidation. The keeper is the person designated for this purpose by the liquidators.

Bylaws

Article 18



1. The General Meeting or the Board can establish and amend one or more Bylaws to address subject matters that are not, or not completely, provided for in these Statutes.
2. Bylaws may not contain provisions that are in breach of the law or these Statutes. Bylaws established by the Board may not concern subject matters that are entrusted to the General Meeting by these Statutes or the law.
3. The provisions set forth in article 16 paragraphs 1, 2 and 5 are equally applicable to decisions concerning the establishment and amendment of Bylaws by the General Meeting.

Electronic communication

Article 19

Notifications and other communications by or to the Members or the Board may take place in writing or electronically. Participation and voting in General Meetings can take place by electronic means of communication if this has been indicated in the notice to convene. If this is the case, each Member is authorised to participate in the General Meeting, address the same and exercise the right to vote by electronic means of communication, either in person or by written proxy, provided that the Member can be identified via electronic means of communication, can directly take note of the proceedings at the meeting and can participate in the deliberations. By way of Bylaws, the General Meeting may impose conditions on the use of electronic means of communication. If this is the case, these conditions are communicated in the notice to convene. Votes cast prior to the General Meeting by electronic means of communication but not before the thirtieth day prior to that of the meeting shall be as valid as those cast at the time of the meeting.

Final provision

Article 20

All powers not conferred on other constituent bodies by law or by these Statutes are vested in the General Meeting.

ATTACHED DOCUMENTS

The following document is attached to this deed:

- Resolution concerning amendment of the Statutes.

FINAL CLAUSE

To the extent that this deed refers to one or more proxies, these are sufficiently known to me, civil-law notary. The person appearing is known to me, civil-law notary, and the identity of the person appearing was established by me, civil-law notary, on the basis of the thereto designated document. This deed was executed in Katwijk on the date specified in the header of this deed. The content of the deed was indicated and explained to the person appearing. The person appearing declared not to appreciate a full reading of the deed, to have taken note of the content of the deed well in advance of the execution, and to agree with its content. Immediately thereafter, a limited reading of the deed was given, and it was signed by the person appearing and by myself, civil-law notary.