

ARTICLES OF ASSOCIATION

(adopted by the Board of Directors on 03 October 1996)

ARTICLE 1 – Denomination and form

An Association is created among members of civil aviation flight personnel with the title of "ASSOCIATION DE PREVOYANCE DU PERSONNEL NAVIGANT", abbreviated to A.P.P.N. The Association is governed by the Act of 1 July 1901 and its amending texts and by the present articles of association.

ARTICLE 2 – Registered office

The Association's registered office is in Athis-Mons (*département* 91, France). This may only be changed by a decision of the Board of Directors.

ARTICLE 3 – Membership – Status of members

The Association is open to members of flight personnel in civil aviation. The Board of Directors may accept or refuse any application for membership without being required to give its reasons in the event of refusing an application.

Whether they are employed or retired, members of the Association may be "active members" or "consultant members".

Those members of the Association who belong to an organisation representing flight personnel approved by the Association's Board of Directors are "**active members**"; the remaining members of the Association are "**consultant members**".

Active members who cease to belong to an approved organisation representing flight personnel may continue to be members of the Association, but in the capacity of consultant members.

ARTICLE 4 – Resignation – Exclusion

A person ceases to be a member of the Association if he/she:

- resigns or is excluded from the Association;
- ceases to meet the conditions required as defined in Article 3 above.

Notwithstanding, any member of the Association who ceases to be a flight personnel member after joining the Association as a result of either retirement or loss of licence attributable to an accident or to an illness, whether or not this occurs in the course of air service, may nevertheless continue to be a member of the Association.

The Board of Directors may also exclude any member who fails to pay his/her membership fee, fails to observe the provisions of either the present articles of association or agreements or contracts resulting therefrom or who in any way knowingly damages the interests of the Association or acts contrary to the purposes the Association has set itself. Exclusion may be decided by the absolute majority of those members of the Board of Directors present or represented.

ARTICLE 5 – Distribution of members within the Association

The members of the Association are distributed according to their activity in the various categories and sections defined by the legislation applicable to civil aviation flight personnel.

If appropriate, the Board of Directors may amend these categories and sections or create any new category, more particularly to take into account the specific characteristics of groups of members and their status.

ARTICLE 6 – Object

The object of the Association is to pool the knowledge and specific abilities of its members in terms of mutual assistance of a social and provident nature.

ARTICLE 7 – Purpose

The purpose of the Association is:

- to study the problems of a social or provident nature common to members of flight personnel and to seek appropriate solutions;
- to provide its assistance in implementing the solutions adopted and possibly to enter into agreements or contracts;
- to act as an intermediary, in such circumstances, between the members of flight personnel, the various professional groupings and public or private bodies (administrations, institutions, etc);
- to organise a common information service for the benefit of its members.

The Association shall have no profit-making purpose.

ARTICLE 8 – Duration

The Association shall have an unlimited duration.

ARTICLE 9 – Resources

The Association's resources will come from:

- membership fees to be fixed by the Board of Directors;
- any legal subsidies that it may receive;
- financial income from the investment of its available funds and cash.

ARTICLE 10 – Administration – Board of Directors

1. Composition

The Association is administered by a Board of Directors composed of fifteen members.

Each specialized category of flight personnel occupies a number of seats on the Board in proportion to the number of flight personnel members in that category who are members of the Association, whether they are active or retired.

2. Election

Members are elected to the Board of Directors by all the members of the Association further to a vote by correspondence according to the procedure defined in paragraph 5 below.

3. Duration of term of office

The term of office is five years; it may be renewed.

4. Resignation – Vacancy

A member of the Board of Directors who ceases to be a member of the Association is deemed to have resigned.

In the event of a seat on the Board of Directors falling vacant, the Board of Directors may fill it by co-opting a member of the Association in the same specialized category. This member of the Board only remains in office for the remainder of the term of office of his/her predecessor.

5. Elections

All members of the Association are eligible.

Voting takes place by correspondence.

The date of elections is fixed by the Board of Directors, which informs the approved organisations representing flight personnel accordingly, two months before the deadline for lodging candidacies.

These organisations, either individually or in groups, submit lists of candidates corresponding to the number of seats that each specialized category occupies.

Voting papers are sent to all the Association's members at least thirty days before the closing date for voting.

Those candidates obtaining the greatest number of votes are declared elected, within the limit of the number of seats available for each specialized category and subject to their obtaining more than half the votes cast (including blank papers).

Should the number of members of the Board of Directors elected in this way be fewer than the number of seats to be filled, the numbers are made up by holding a second round of voting in accordance with the following conditions:

- within fifteen days of counting the votes in the first round, the outgoing Board of Directors informs the Association's members by publication of a legal announcement that applications are being sought for the remaining seats to be filled;

- any member of the Association, whether or not he/she is supported by an approved organisation representing flight personnel, may stand;

- candidacies must reach the registered office of the Association within thirty days of the publication of the legal announcement;

- the method of voting by correspondence is the same as for the first round; the candidates obtaining the greatest number of votes are declared elected, within the limit of the number of seats remaining to be filled.

6. Meetings and procedures

The Board of Directors meets whenever necessary, but at least twice a year; its meetings are convened by the Chairman. The Board must hold a meeting if one is called by at least half its members in office.

A notice convening the meeting is sent out at least eight days in advance, together with an indication of the items on the agenda.

Minutes are drawn up after each meeting, and these must be included in the Board's deliberations book; minutes must be signed by the Chairman and the Secretary General. Minutes are then submitted to the Board for approval at its next meeting thereafter.

All extracts from the minutes book are signed by the Chairman.

The composition of the Board of Directors and the functions exercised by its members are justified satisfactorily in respect of third parties by the indication in all extracts from the minutes book of the names of the members of the Board present and absent and the functions they exercise. Decision are made by the majority of the members of the Board present or represented.

7. Powers

The Board of Directors enjoys the widest possible powers to carry out or authorise any acts or operations in relation to the Association's object.

The Board of Directors may institute any committees of any kind, whose members may, but do not have to, be members of the Board; the Board will determine the attributions, powers and duration of the functioning of such committees.

For specific purposes, the Board may select, even from outside its own membership, one or more authorised agents for whom it would be answerable to the Association.

ARTICLE 11 – Administration – Bureau

1. Election

Every five years at its first meeting following its renewal, the Board elects from among its members a Bureau comprising a Chairman, a Vice-Chairman, a Secretary General and a Treasurer.

2. Powers of the Bureau

The Bureau does everything necessary for the proper administrative functioning of the Association, ensures the dispatch of

everyday business and exercises such delegations as the Board of Directors may entrust to it.

3. Chairman

The Chairman chairs the meetings of both the Bureau and the Board of Directors.

The Chairman has the delegated authority to sign any documents, deliberations and agreements.

The Chairman represents the Association at law and in all acts of civilian life.

4. Vice-Chairman

The Vice-Chairman deputises for the Chairman and takes his/her place if he/she is unable to attend.

5. Secretary General

The Secretary General takes the place of the Chairman or the Vice-Chairman in the event of both being unable to attend, and may be delegated more specific powers by a deliberation of the Board of Directors, on condition that such powers are duly defined and stated.

6. Treasurer

The Treasurer is responsible for the Association's finances, under the supervision of the Bureau. He/She must present to the Board of Directors, within six months after the end of each financial year, a balance sheet that must be approved by an absolute majority of the members of the Board of Directors present or represented.

7. In the event of one of the posts in the Bureau falling vacant, the Board of Directors provides a replacement to fill the vacancy at its next meeting thereafter.

ARTICLE 12

The functions of members of the Bureau and of the Board of Directors are not remunerated.

ARTICLE 13 – Amendment to the articles of association

The articles of association may be amended on a proposal from the Board of Directors and adopted by a three-quarters majority of those members present or represented.

Any amendment to the articles of association shall be submitted for the approval of the members and adopted by a majority of the votes cast in a consultation procedure organised by correspondence under the same conditions for the duration of voting and deadlines as those laid down for the elections referred to Article 10.

ARTICLE 14 – Dissolution of the Association

Dissolution may only be pronounced by the Board of Directors, deliberating in the form laid down in the previous Article.

It may not under any circumstances take place until after the Association's entire membership has been consulted by correspondence, and dissolution must be voted by a three-quarters majority of the entire membership.

In the event of dissolution, the Board of Directors would designate one or more commissioners to liquidate the Association's assets and it would allocate the net asset balance to charitable or welfare works directly connected with its object.

Under no circumstances may the members of the Association be allocated any part whatsoever of the Association's assets. They may merely take back any contribution they may have made, on the understanding that contributions in kind cannot be evaluated.