

INTERNATIONAL ASSOCIATION  
“AIRPORT REGIONS CONFERENCE”  
abbreviated to “ARC”

Constitution

IN THE YEAR ONE THOUSAND NINE HUNDRED AND NINETY-NINE  
Before us, Bernard van der Beek, Notary at Schaerbeek.

WERE PRESENT:

The city of BARCELONA, a Spanish public authority, whose administrative headquarters are located at Place Sant Jaume 1, 08002 Barcelona, represented here by Mrs Maravillas ROJO, Adviser on Economic Promotion, Employment, Tourism and Commerce, of Spanish nationality, whose declared choice of address is Place Sant Jaume 1, 08002 Barcelona.

The Federal State of BAVARIA, a German public authority, acting on behalf of the Bavarian Ministry for Economic Affairs, Transport and Technology located at Prinzregentenstrasse 28, 80538 Munich, represented here by Dr Gerhard OTT, Deputy Head of Unit (Air Traffic), of German nationality, whose declared choice of address is Prinzregentenstrasse 28, 80538 Munich.

The County of ESSEX, an English public authority, whose administrative headquarters are located at County Hall, Chelmsford, Essex, CM1 1LX, represented here by Mr Nigel BELL, Head of Regional Planning and Transport, of British nationality, whose declared choice of address is County Hall, Chelmsford, Essex, CM1 1LX.

The FLANDERS region, a Belgian public authority, whose administrative headquarters are located at Bâtiment Comte de Ferraris, avenue Emile Jacqmain 156, 1000 Brussels, represented here by Mrs Gisela VINDEVOGEL, Assistant to the Director, of Belgian nationality, whose declared choice of address is Bâtiment Comte de Ferraris, avenue Emile Jacqmain 156, 1000 Brussels.

The region of GOTHENBURG, an Association of local authorities, whose administrative headquarters are located at Box 5073, 40222 Gothenburg, represented here by Mr Bengt CHRISTENSSON, of Swedish nationality, whose address is Kommunalhuset, 43580 Molnlycke.

The region of LOMBARDY, an Italian public authority, whose administrative headquarters are located at Via F. Filzi 22, 20124 MILAN, represented here by Mr Gianluigi GIOLA, Administrator, of Italian nationality, whose declared choice of address is Via F. Filzi 22, 20124 Milan.

The region of MÄLAR, whose administrative headquarters are located at Mälardalsrådet, 105 35 Stockholm, represented here by Mr Elwe NILSSON, Chairman of the Regional

Planning and Transportation Committee, of Swedish nationality, whose declared choice of address is Stockholm läns landsting, Box 22550, 104 22 Stockholm.

The Council of the island of MALLORCA, a Spanish public authority, whose administrative headquarters are located at 111 General Riera, 07010 PALMA, represented here by Mr Maniano GUAL DE TORRELLA LE SENNE, City Architect, of Spanish nationality, whose declared choice of address is 111 General Riera, 07010 Palma.

The Federal State of NORTH RHINE-WESTPHALIA, acting on behalf of the NRW Ministry of Economic Affairs, Technology and Transport, located at Haroldstrasse 4, 40190 Dusseldorf, represented here by Mr Karl-Bernd HÜNERMANN, Head of the Air Transport Department, of German nationality, whose declared choice of address is Haroldstrasse 4, 40190 Dusseldorf.

The city of VANTAA, a Finnish public authority, whose administrative headquarters are located at Asematie 7, 01300 VANTAA, represented here by Mr Jukka KULLBERG, Architect, Head of City Planning, of Finnish nationality, whose address is Kielotie 28, 01300 VANTAA.

The city of VIENNA, whose administrative headquarters are located at Friedrich-Schmidt Platz 3, 1082 Vienna, represented here by Dr Oskar WAWRA, Administrator, of Austrian nationality, whose declared choice of address is Friedrich-Schmidt Platz 3, 1082 Vienna.

The County of WEST SUSSEX, an English local authority, whose administrative headquarters are located at County Hall, Chichester, West Sussex PO19 1RQ, represented here by Mrs Margaret JOHNSON, Vice-Chairman of West Sussex County Council, of British nationality, whose declared choice of address is County Hall, Chichester, West Sussex, PO19 1RQ.

The city of ZURICH, whose administrative headquarters are located at Walchestrasse 31, 8006 Zurich, represented here by Mrs Ursula VETTORI, Dr.iur., Secretary General of the Environmental Health Department, of Swiss nationality, whose declared choice of address is Walchestrasse 31, 8006 Zurich.

Those present in person or represented as stated above, have declared their decision to draw up the statutes for an International Association which shall be set up within the bounds of the law of Twenty-fifth October One thousand nine hundred and nineteen granting legal personality to International Associations.

## Title 1: Name and headquarters

### Article 1

An International Association with philanthropic and scientific aims shall be set up under the name "AIRPORT REGIONS CONFERENCE" abbreviated to "ARC".

This Association shall be governed by the Belgian law of Twenty-fifth October One thousand nine hundred and nineteen, amended by the law of Sixth December One thousand nine hundred and fifty-four.

### Article 2

The registered office of the Association shall initially be established in Brussels. It may be transferred to any other location in Belgium upon the decision of the Executive Committee, published in the same month in the Appendices to the *Moniteur Belge*.

The Association may, upon decision of the Executive Committee, establish and transfer all administrative headquarters, secretariats, offices, bureaux, departments, representations and postal addresses, on a temporary or a permanent basis, either within or outside Belgium.

The registered office is located at Schaerbeek (1030 Brussels) Place des Chasseurs Ardennais, 20.

## Title II: Objectives

### Article 3: The objectives of the Association shall be:

- 1) To promote at European and national levels the interests of regional and local authorities which have a major international airport within or adjacent to their territory without prejudice to the scientific and educational aims of the Association as described below.
- 2) To promote, for non-profit making purposes, research and the exchange of information on the relationship which exists between member regions and their airports.
- 3) To set up training and information exchange activities on airport-related matters.
- 4) To organise meetings and seminars, publish articles and research papers.
- 5) To assist, promote and put in place international co-operation activities between the regions in areas of common interest related to their airports and environments.
- 6) To draft, print, publish, lend or distribute such periodicals, books, leaflets as the Association may deem necessary to the promotion of its social objectives.

The Association may carry out all actions relating directly or indirectly to its objectives. It may lend its support and involve itself in any activities of a similar nature to its objectives.

The Association may own any furniture or equipment necessary to carry out its mission.

### Title III: Members

#### Article 4

The Association shall comprise full members and associate members.

It being agreed that members shall be moral persons legally appointed according to the laws and customs of their country of origin.

- a) Full members shall be elected regional and local authorities which have a major international airport within or adjacent to their territory.
- b) Other organisations that are active in airport-related areas may become associate members: research centres, universities, town or regional networks and associations, etc. Applications for associate membership shall be put forward by the Executive Committee to the Annual General Meeting which shall decide by simple majority.

Conditions of membership:

All applicants seeking membership of the Airport Regions Conference shall:

1. Submit a written request justified and approved by the political authority of the entity concerned.
2. Approve and share the objectives and missions of the Association.
3. Adhere to the statutes of the Association and accept the dues and obligations placed on members and in particular the payment of an annual subscription.

#### Article 5

The procedure for admitting new full members shall be as follows:

The Executive Committee shall reach a decision on a membership application, after consulting Association members from the country in question. The Annual General Meeting shall ratify the decision taken by the Executive Committee by simple majority.

#### Article 6

Members of the Association may withdraw their membership at any time by giving six months' notice.

Their withdrawal must be notified in writing to the Executive Committee and shall not exempt them from payment of the subscription due for that year.

Each member who acts or has acted in a manner contrary to the interests of the Association or who no longer fulfils the conditions of membership, in particular in the case of non-payment of the subscription, shall be excluded.

The exclusion of a member may be proposed by the Executive Committee, having heard the defence of the party in question and shall be confirmed by the Annual General Meeting, acting by a two-thirds majority of the votes cast by members present or represented.

The member shall have no right to association funds.

In the case of a member's resignation during the fiscal year, the subscription for that year shall remain due.

In the case of non-payment of the subscription, the statutory rights of the member shall be suspended until the arrears have been paid in full, including the subscription for the year in progress.

#### Article 7

All members shall pay an annual subscription according to their category, the amount of which shall be fixed by the Executive Committee and may not exceed ten thousand (10,000) euros. A member admitted by the Executive Committee shall only acquire this status in full on payment of the subscription relating to the year in progress.

Each year, on the proposal of the Executive Committee, the Annual General Meeting shall determine the amount and the criteria for calculating the subscription by a two-thirds majority.

#### Article 8

Members shall not incur any personal obligation or responsibility with regard to the Association's liabilities. This applies also to members of the Executive Committee or members of staff acting in their official capacity.

#### Article 9

The rights common to both full and associate members shall be as follows:

- a) to participate in the programmes and general activities of the Association;
- b) to receive documentation and information concerning the Association's activities;
- c) to be informed about specific activities and programmes being run by a group of Association members;
- d) to receive the Association's publications;
- e) to take part in the Annual General Meeting of the Association;
- f) to receive any other information, distributed within and outside the network.

#### Article 10

Only full members shall be entitled to vote at the Annual General Meeting and be eligible for election to the Executive Committee subject to the provisions laid down in Article 25.

#### Article 11

The duties of full and associate members shall be as follows:

- a) to actively participate in all activities and administrative tasks of the Association;
- b) to inform other members of activities conducted by their authority in airport-related areas;
- c) to put forward proposals for the activities of the Association;
- d) to promote the activities, programmes and general strategic direction of the Association;
- e) to pay the annual subscription and the charges required for participating in specific programmes.

#### Title IV: The Annual General Meeting

##### Article 12

The Annual General Meeting shall hold the plenitude of powers to enable the Association's objectives to be achieved.

The meeting shall consist of full and associate members subject to the provisions of Article 10.

It shall be presided over by the President of the Association who shall also be President of the Executive Committee or, in his/her absence, by a Vice-President.

The jurisdiction of the Annual General Meeting shall include in particular the right:

1. to amend the statutes or to dissolve the Association in accordance with the statutory and regulatory provisions on the matter;
2. to define the strategy of the Association and evaluate the results of its actions;
3. to approve the Executive Committee's report on activities as well as the provisional plan of activities for the coming year;
4. to approve the annual accounts and the budget forecast;
5. to discharge the administrators from their duties;
6. to examine and approve the Executive Committee's reports.

##### Article 13

The Annual General Meeting shall take place annually at the place and on the date determined by the Executive Committee, and shall be presided over by the President of the Association or, in the case of his/her absence, by a Vice-President, at the registered office or at another location as stated in the notice of meeting. Members of the Annual General Meeting may be represented by another member to whom they have given their proxy.

A member may hold a maximum of five proxies for each item on the agenda.

The proxies must make specific mention of the items on the agenda for which they have been given.

The notice of meeting shall be sent to members by the secretariat of the Association at least one month prior to the meeting and shall include the agenda.

An Extraordinary General Meeting may be called by the Executive Committee or at the request of one-half of the full members of the Association, if deemed necessary in the interest of the Association.

The President of the Association may invite to the Annual General Meeting any person who is not a member of the Association whose presence he/she considers to be useful or appropriate. This person shall be heard in a consultative capacity.

#### Article 14

The meeting shall be considered valid if one-half of the members are present in person or represented. If the meeting does not achieve a quorum, a second meeting shall take place regardless of the number of members present in person or represented. This meeting shall be called within one month.

Each full member shall be entitled to vote, other members do not have voting rights.

Except in exceptional cases as provided for in the present statutes or by law, resolutions shall be adopted by simple majority of members present in person or represented.

Annual General Meeting resolutions shall be recorded in a register signed by the President and an administrator.

This register shall be held at the secretariat, where it may be inspected by all members of the meeting.

Any member who is prevented from attending may give written or faxed authority to another member of their administration or to the Annual General Meeting to act as proxy.

#### Article 15

Each full member may appoint two persons to represent them at the Annual General Meeting. The President must be informed of these appointments in writing.

One of the two representatives shall be the incumbent and shall necessarily be the holder of a political office; the other shall act as deputy. Invitations to attend the Annual General Meeting and, generally, the Association's official communications shall be sent to the incumbent representatives of member authorities.

#### Article 16

The President of the Association, who must be the holder of a political office from a member authority, shall be elected by the Annual General Meeting and shall also be President of the Executive Committee.

In the event of his/her resignation or loss of political office during the term of appointment, the President's duties shall be performed in the interim period by the most senior Vice-President until the next Annual General Meeting.

The elected President may be represented by a deputy within the meaning of Article 15(2).

#### Article 17

The President, Vice-Presidents and their administrators shall be appointed for a period of two years renewable a maximum of twice. Their duties shall be performed gratis.

The Annual General Meeting shall appoint and dismiss the President and Vice-Presidents of the Association, the members of the Executive Committee and the Secretary General.

The Annual General Meeting shall elect one or several Vice-Presidents who shall be both Vice-Presidents of the Annual General Meeting and of the Executive Committee.

The Vice-Presidents may be represented by a deputy within the meaning of Article 15(2).

## Title V: Administration

### Article 18

The Association shall be administered by an Executive Committee, composed of the President of the Association, the Vice-Presidents, committee members chosen from amongst the full members and a Secretary General. At least one committee member shall be of Belgian nationality. Their appointment shall be for a period of two years renewable a maximum of twice.

Should the President be prevented from carrying out his duties these shall be performed by the longest-serving Vice-President or failing this by the elder of the two.

### Article 19

The Executive Committee shall hold all management and administrative powers pursuant to the decisions taken by the Annual General Meeting. It may delegate day to day management to its President, to a Vice-President, to a committee member, or to the Secretary General.

In addition, it may, under its own responsibility, confer special and specific powers to one or several persons who may or may not be members of the Association.

A Secretary General shall be proposed by the Executive Committee and ratified by the Annual General Meeting.

The Secretary General shall attend the meetings of the Executive Committee in an advisory capacity, and similarly shall provide the secretariat for the Annual General Meeting and attend in a non-voting capacity.

The Executive Committee shall have the right:

- to examine the budgets and projected, interim and final accounts of the Association, and to draw conclusions from these to manage the Association and its strategic direction;
- to call the Ordinary General Meeting and Extraordinary General Meetings wherever such meetings are deemed necessary to discuss a subject relating to the existence and organisation of the Association;
- to draft, amend, update as required, the internal regulations of the Association which, after notification to members, shall be binding upon them to the extent that the regulations conform to the statutes;
- to draft and submit to the Annual General Meeting the annual report of the Association's activities.

### Article 20

The Executive Committee shall meet at least twice a year, as notified by the President of the Committee or by the committee member deputising for him/her.

Decisions of the Executive Committee shall be adopted by a majority of the votes cast by the committee members present or represented.

In the event of a split vote, the President or the committee member deputising for him/her shall hold the casting vote.

A committee member may be represented by another who may not however hold more than one proxy.

The proxy must expressly mention the items on the agenda for which it is given.

The meeting shall be considered valid as soon as at least one half of its members are present in person or represented.

The proceedings of the Executive Committee shall be recorded in a minute book signed by the committee members and held by the Secretary General.

#### Article 21

All agreements which are binding on the Association shall, except in the case of a proxy, be signed by the President of the Association or two committee members or by the Secretary General, who shall not be required to prove to third parties the authority by which they are empowered to do so.

#### Article 22

Legal actions, whether as plaintiff or defendant, shall be monitored by the Executive Committee, represented by its President or by a committee member appointed to that effect by the Committee or the Secretary General.

### Title VI: Budget and accounts

#### Article 23

The end of the financial year shall be the Thirty-first of December.

The Executive Committee shall submit the accounts for the year just ended and the budget for the following year to the Annual General Meeting for approval. A copy of the accounts and the budget shall be sent to members at least eight days before the Annual General Meeting.

#### Article 24

The accounts books shall be available for inspection at the Association's headquarters or at any location that the Executive Committee shall consider appropriate.

### Title VII: Working Groups

#### Article 25

The Annual General Meeting may set up working groups on specific subjects related to its aims, with the participation of representatives from the member authorities. A Chairman, and Vice-Chairmen if necessary, shall be appointed for each working group with the approval of the Annual General Meeting.

All working groups must be represented on the Executive Committee.

#### Article 26

The findings that result from the work of the working groups shall be communicated to members by the Executive Committee who shall convene a joint meeting of the groups at least once a year.

A report on activities shall be drawn up and submitted to the Annual General Meeting.

Article 27

The Chairmen of the working groups may propose agreements to the Executive Committee and the Annual General Meeting.

Title VIII: General provisions

Article 28: Dissolution

The Association may be dissolved only upon decision of the Annual General Meeting by a two-thirds majority vote.

At this same meeting, the Annual General Meeting shall appoint one or several liquidators and shall determine the liquidation of the Association's assets. Full members shall have the right of veto.

Article 29: Amendment of the statutes

Without prejudice to Article 5 of the law of the Twenty-fifth October One thousand nine hundred and nineteen, any proposal to amend the statutes or dissolve the Association, must come from the Executive Committee or at least two-thirds of the full members.

The Executive Committee must inform members of the Annual General Meeting, at least one month in advance, of the dates of the General Meeting that will decide on the said proposal.

The Annual General Meeting shall be considered valid only if two-thirds of its members are present in person or represented.

A decision may only be taken upon agreement of a two-thirds majority of the votes.

However, if two-thirds of the members are not present at this General Meeting, a new General Meeting shall be convened on the same terms as above, which shall decide definitively and legitimately on the proposal concerned, regardless of the number of members present in person or represented.

Amendments to the statutes shall not take effect until after they have been approved by Royal Decree and have been made public in accordance with the requirements of Article 3 of the law of Twenty-fifth October One thousand nine hundred and nineteen.

The General Meeting shall determine the methods of dissolution and liquidation of the Association.

Article 30: Applicable law

Where there is no provision in the present statutes, in particular with regard to advertisements to be made in the Appendices to the *Moniteur Belge*, all actions shall be carried out in accordance with the law.

Preamble to be annexed to the Royal Decree of  
14 December 1999.

N° 7/CDLF/14.310/S

Minister of Justice,

(signed) Marc VERWILGHEN

Certified true copy:  
Legal Adviser,

M. PEPPERSTRAETE-PLATTEAU.

[Ministry of Justice  
official stamp]

[Ministry of Justice  
official stamp]

**Extract from Minutes, no 7,  
of the  
Annual General Meeting  
Airport Regions Conference (ARC)  
Friday 28<sup>th</sup> November 2008  
Madrid, Spain**

**7. Amendments to the ARC Constitution**

The Executive Committee decided 2008-09-12 to propose amendments to the ARC Constitution, articles 17 and 18, to provide for longer terms of appointment to the Executive Committee. The proposal states that the appointments to the Executive Committee be prolonged by one year, from two to three years, renewable twice. This would make the appointment periods in the Executive Committee change from a maximum of six years to nine years. The same change would apply to the Presidency.

The Executive also proposes that the terms of the President, Vice President and members be renewed by one-third every year.

The following decisions are suggested to be made for the transition period:

- the AGM in 2009 will elect three replacements for A – B – C for the period 2010 – 2012
- the AGM in 2010 will elect three replacements for D – E – F for the period 2011 – 2013
- the AGM in 2011 will elect three replacements for G – H – I for the period 2012 – 2014

If they so wish, the persons elected in 2009 may be reelected for another period of three years or less as a function of the duration of the term already spent as a member, so that each member may remain in his/her position for no more than a total of 3 – 3 – 3 years.

The ARC Constitution states that a decision at the Annual General Meeting may only be taken upon agreement of a two-thirds majority of the votes. (article 29)

The President confirms the presence of 23 out of 31 voting members at today's meeting.

**Decision:**

- The proposed amendments to the ARC Constitution, as described above, are approved by acclamation.

Correctly extracted certifies,

Bengt CHRISTENSSON,  
Secretary General