

## **ARTICLES OF ASSOCIATION**

*This text is the English version of the Dutch original, which is legally valid.  
The Dutch version is deposited with the Chamber of Commerce at Haarlem under  
no. V-59.6781.*

*On this 27th of March nineteen hundred and ninety, before me, Cornelis Pieter Boodt,  
L. L. M., notary at Amsterdam, personally appeared:*

*Mr. M. H. van der Velde, secretary SAOC, residing at Aalsmeer.*

*The person appearing stated beforehand:*

- The articles of association of the association Schiphol Airline Operators Committee were last settled on the second of November nineteen hundred and eighty-three.*
- The association has not been recorded in the Register of Associations at the Chamber of Commerce and Industry.*
- At the general meeting of members of the association held at Schiphol on December fourteen, nineteen hundred and eighty-nine it was resolved to alter the articles of association and lay down same in a notarial instrument.*
- The person appearing was authorised at that meeting to execute and sign the notarial instrument referred to.*
- These resolutions are evidenced by the minutes of the aforesaid meeting as attached to the present instrument.*

*The person appearing, acting with a view to implementing the resolution of the aforesaid meeting, stated that he hereby lays down the articles of association as follows:*

### **NAME, DOMICIL AND DURATION**

Article 1:

1. The name of the association shall be Schiphol Airline Operators Committee (S.A.O.C.).
2. The association shall have its domicile at Schiphol Airport, municipality of Haarlemmermeer.
3. The association was founded medio nineteen hundred and sixty two and shall continue for an indefinite period of time.

### **OBJECT**

Article 2:

1. The co-ordination of contacts amongst members, associated members, authorities, government bodies and other parties interested on Schiphol Airport, such in conformity with the "Practice 1795" recommended by IATA.
2. The co-ordination shall be directed at improving the efficiency, at reasonable cost and the creation of favourable circumstances for the execution of the tasks of the members.
3. The circumstances referred to in paragraph 2 shall at least have to meet the level of airports of the same size and category as Schiphol Airport, such as determined by ICAO and IATA.
4. The object of S.A.O.C. furthermore is the creation of possibilities for dialogue, education, development and organising meetings and seminars, the issue of publications and other activities.
5. The activities of S.A.O.C. shall remain limited to facilities and services directly or indirectly affecting the air-traffic activities within the Amsterdam air traffic control area.
6. Business of a commercial nature shall only be executed in consultation with and after permission obtained from the competent authorities.
7. Business of a non-commercial nature shall not be executed by the S.A.O.C., unless at the explicit request in writing of an air traffic organisation or committee and subject to an unanimous decision thereto of the Board.
8. The S.A.O.C. shall, in the execution of its activities, maintain contacts with other organisations, groups and commissions instituted by recognised air traffic organisations and authorities.

The organisation works on a non-profit basis.

## **MEMBERS, RIGHTS AND OBLIGATIONS OF THE MEMBERS**

### **Article 3:**

1. Ordinary members of the association may be airline companies operating fixed or regular services to, from or via Schiphol and having been admitted as a member to the association.
2. Ordinary members shall be entitled to participate in all the activities of the association; they shall have the obligations imposed upon them by or by the virtue of these articles of association and moreover as laid down in the by-laws.

## **ASSOCIATE MEMBERS**

### **Article 4:**

1. Associate members of the association can only be:
  - Airline companies, which do not meet the requirements, laid down in article 3.
  - Handling companies, not being airline companies, and carrying out business with concession or licence of the Schiphol Airport Authority.
2. Associate members shall have the rights and obligations imposed on them by or by virtue of the present articles of associations and moreover as laid own in the by-laws.
3. Associate members shall have no voting-rights.

## **MEMBERSHIP**

### **Article 5:**

1. The Board shall decide on the admission of the ordinary members and associated members (hereinafter referred to collectively as members and each individually as member).
2. In case of non-admission as a member or as associate member, the General Meeting may decide as yet on the admission; the appeal against non-admission shall be regulated in the bylaws.
3. The membership shall terminate:
  - a. by dissolution of the member;
  - b. by notice of withdrawal given by the member;
  - c. by notice of termination given on behalf of the association;
  - d. by expulsion from membership.
4. Notice of termination on behalf of the association may be given:
  - a. when a member has ceased to meet requirements for membership;
  - b. when a member does not comply with its obligations towards the association;
  - c. when the association cannot in reason be required to let the membership continue.
5. Expulsion from membership may be pronounced when a member acts in contravention of the articles of association, by-laws and decisions of the association in an unreasonable manner.
6. The terms of giving notice and of expulsion from membership, the point of time of termination of the membership, the manner of giving notice and of expulsion, the consequences of these matters, as well as the appeal therefrom shall be regulated in the by-laws.

## **FINANCIAL MEANS, MEMBERS' FEES, FINANCIAL YEAR, ANNUAL ACCOUNTS AND CONTROL.**

### **Article 6:**

1. The financial means of the association, gathered through the care of the Board, shall consist of:
  - a. the annual membership fees;
  - b. donations, legacies and institutions as heir by testament;
  - c. all other benefits.
2. The General Meeting shall fix the membership fees. Exemption, if any, shall be regulated in the by-laws.
3. The financial year shall coincide with the calendar year.
4. The Board shall, each year within the period of four months after termination of the financial year, draw-up an annual account consisting of a balance sheet, an account of the assets and liabilities of the association and an explanatory memorandum containing also the annual report of the Treasurer.
5. The Board shall, within six months after the termination of the financial year - except for extension of this term by the General Meeting - present its annual report at a General Meeting, and shall

render account of its administration conducted in the past financial year, while submitting the annual account, mentioned in the previous paragraph and in case an auditor has issued a report, also by submitting the certificate of such auditor.

6. Where the annual account of the Board is not verified by an auditor, the General Meeting shall annually appoint out of the members a committee of at least two persons who may not be members of the Board. Said committee, named also the financial committee, shall examine the rendering of accounts of the Board and shall report its findings to the General Meeting.
7. Where the examination of the rendering of accounts should require specialised knowledge of bookkeeping, the financial committee may invoke the assistance of an expert.
8. The Board shall, within four months after the termination of the financial year, submit to the financial committee and to the expert, if designated, the annual accounts and shall furnish the committee with all the information which it may desire, produce to the committee the cash and other values, if so desired, and allow the inspection of books and documents of the association.
9. The confirmation or approval of the annual accounts by the General Meeting shall serve as a discharge of the Board for the administration conducted, in so far as no reserve has been made and in so far as the proceedings of the Board are evidenced by the documents.

### **BOARD, ELECTION, TERMINATION OF MEMBERSHIP OF THE BOARD, SUSPENSION**

#### **Article 7:**

1. The Board shall consist of at least three and at most eleven persons. The General Meeting shall fix the number of board members.
2. The election of members of the Board shall, with the exception of the secretary, be effected by the General Meeting out of the representatives of the members.
3. The president and the treasurer shall be elected in function.  
A secretary appointed by KLM Royal Dutch Airlines, shall be a member of the Board.  
The chairmen of the committees shall also be members of the Board.  
The Board may designate substitutes for these officers out of its body, excluding the chairman of the financial committee as mentioned in article 6 sub 6.
4. A member of the Board shall resign not later than three years after his election and in accordance with an order of rotation drawn up by the Board.  
The person resigning shall subsequently be re-eligible.
5. A member of the Board may at all times be suspended or dismissed from office.  
A suspension, which is not followed by dismissal within three months, shall terminate after the expiry of said term.
6. The membership of the Board shall furthermore terminate by the termination of the membership of the association of the member, which is represented by the member of the Board in question.
7. The Board shall take care of the interests of the association between two General Meetings and shall take decisions with regard to matters, which do not allow delay. The Board shall need the previous or posterior approval of the General Meeting for the decisions to be taken or already taken.
8. All that furthermore concerns the Board shall be regulated in the by-laws.

### **POWERS OF THE BOARD AND REPRESENTATION**

#### **Article 8:**

1. The Board shall be in charge of the management of the association and shall, subject to the approval of the General Meeting, also be authorised to enter into agreements on the purchase, alienation or encumbering of goods susceptible to being registered in a public register, enter into agreements whereby the association binds itself as surety or several co-debtor, or guarantees the fulfilment of an obligation by a third party, or binds itself in security for the debt of a third party.
2. In case the number of board members should decrease below the prescribed minimum, the Board, however, shall be under the obligation to hold a General Meeting as soon as possible, at which the filling of the vacancy(ies) shall be brought up for discussion.
3. The power to represent the association in and out of court shall belong to the president together with the secretary or treasurer or these latter board members jointly.
4. The power to represent the association in and out of court shall also reside in one or more members of the Board, or to one or more third parties, if and so far the persons concerned have received a power of attorney thereto from the Board; said power of attorney shall be conferred in writing and signed in the manner referred to in paragraph 3.

## **GENERAL MEETINGS**

### **Article 9:**

1. All powers, which have not been vested in the Board by law or by the articles of association, shall reside in the General Meeting.
2. Each year, and not later than six months after the termination of the financial year, a General Meeting - the Annual Meeting - shall be held.  
In the Annual Meeting the following subjects shall inter alia be brought up for discussion:
  - a. the annual report of the Board and the rendering of accounts accompanied by the report of the financial committee;
  - b. the appointment of the financial committee for the following financial year;
  - c. the budget for the current and that for the following financial year;
  - d. the filling of vacancies, if any;
  - e. proposals of the Board or of the members announced in the summons of the meeting.
3. Other General Meetings shall be held three times per year or as often as the Board so seems desirable or at the request of at least five members.
4. The members and associate members shall be represented at the General Meeting, in the committees and at other activities by a fixed senior staff member with sufficient powers in respect of the objects of the association. A substitute may be designated for the fixed representative for the purpose of representing the member in the General Meeting. The secretary of the association shall not represent a member and he has no voting rights in the General Meeting.
5. For each ordinary member of the association, provided not suspended, one vote shall be cast.
6. Each member shall be authorised to cast its vote through a representative of another member authorised thereto in writing.
7. All decisions of the General Meeting shall be taken by an absolute majority of votes validly cast, in so far as a larger majority has not been prescribed by law or by the present articles of association.
8. A majority vote shall be considered binding on all members except on those members whose airline policy would be disallowed by the nature of the vote. When this exception applies, the concerned member shall give the president a written or teletype notification, to be brought up to the attention of all members.
9. The Board may, in case of urgency, consult the members concerning a decision to be taken. A decision taken in such manner shall be regarded as a valid decision of the General Meeting, if it is ratified in the next meeting of the members.
10. All that concerns the General Meeting, the summons thereto and the decision-making therein, shall be regulated in the by-laws.

## **REFERENDUM**

### **Article 10:**

1. The referendum is a written consultation of and a voting by ballot by the members.
2. All decisions of the General Meeting, which are designated as subject for a referendum may be submitted to a referendum:
  - a. by the Board, or
  - b. by the General Meeting itself.
3. The Board may decide to hold a referendum:
  - a. either at the meeting itself, whether before or after the decision of that meeting;
  - b. or within fourteen days after that meeting, provided that the Board has reserved the right, whether before or after the decision, but at any rate at that meeting, to have a referendum held and has so notified the General Meeting.
4. The results of the referendum shall prevail over the decision taken by the General Meeting.
5. All that furthermore concerns the referendum shall be regulated in the by-laws.

## **COMMITTEES AND WORKING GROUPS**

### **Article 11:**

1. Committees and working groups shall be established and the appointment of the members thereof shall be effected by the Board or by the General Meeting out of the representatives of the members.
2. All that furthermore concerns the committees and working groups shall be regulated in the by-laws.

**BY-LAWS:**

**Article 12:**

1. The General Meeting may establish, alter or cancel by-laws.
2. The by-laws may not be in contravention of the law or the present articles of association.

**ALTERATION OF THE ARTICLES OF ASSOCIATION AND DISSOLUTION**

**Article 13:**

1. A decision to alter the articles of association or to dissolve the association shall require a majority of at least two-thirds of the votes cast at a meeting at which at least a majority of two-thirds of the members are present or represented.
2. Where a number of at least two-thirds of the members are not present or represented, a second meeting shall be summoned and held within six weeks thereafter, at which a decision can be taken on the proposal as it was brought up for discussion in the previous meeting, regardless of the number of members present or represented, but subject to a majority of at least two-thirds of the votes cast.
3. The convening-notice of the General Meeting at which the alteration of the articles of association or the dissolution of the association is proposed, shall explicitly mention the subject in question, and where it concerns a proposal to alter the articles of association, a communication to the effect that a copy of the proposal in which the proposed alteration has been literally laid down, has been deposited in a place determined by the Board for examination by the members at least five days before the meeting until after the expiry of the day on which the meeting shall be held.
4. An alteration of the articles of association shall not enter into force until after a notarial instrument has been executed thereof.  
Each member of the Board shall be authorised to execute said instrument.

**LIQUIDATION**

**Article 14:**

1. After the dissolution the Board shall be in charge of the liquidation, unless one or more other persons have been appointed as liquidators by the General Meeting who decided on the dissolution.
2. During the liquidation the provisions laid down in or made by virtue of the present articles of association shall apply as much as possible.
3. The favourable balance after the liquidation shall accrue to those who were members of the association at the time the decision on the dissolution was taken. Each of them shall receive an equal share. In the decision to dissolve the association, however, a different appropriation may be assigned to the favourable balance.

*I, the Notary, know the person appearing.*

*-----THE AFOREGOING CONSTITUTES LEGAL PUBLICATION:*

*The original of the present instrument was made and executed at Amsterdam, on the date mentioned in the preamble thereof.*

*After a summary of the contents of the present instrument had been given to the person appearing, he stated to me, the notary, that he has taken due note of the contents of the present instrument and does not appreciate that it be read out to him in full.*

*Thereafter the present document was partially read out and signed by the party appearing and by me, the Notary.*

## **BY-LAWS OF THE ASSOCIATION**

### **MEMBERSHIP FEES AND CONTRIBUTION**

#### **Article 1:**

1. The members and associate members are under the obligation to pay an annual fee or, as the case may be, an annual contribution.
2. The amount of the fee for the coming year shall be fixed each year at the last General Meeting on the proposal of the Board.
3. The payment of membership fees and contributions shall be effected before February 1st of each year.
4. The payment shall be effected in the manner to be determined by the Board.
5. The treasurer is authorised to send a written warning if and when payments are overdue. Membership may be terminated as mentioned in article 3 sub 2 if the membership fee has not been paid within 1 month after date of the warning.
6. The cost and fees in arrears shall be due regardless of the termination, if any, of the membership.
7. The Board shall be authorised to grant total or partial exemption from payment of membership fees or cost in such cases as shall be determined by the Board.

### **ASSOCIATE MEMBERS**

#### **Article 2:**

1. Associate members shall be entitled to attend the General Meetings and participate in the deliberations thereof; they shall not have voting-rights.
2. Associate members shall not be entitled to accept any board functions.
3. Associate members shall not be involved in any referendum.
4. Associate members shall, for the rest, have all the rights of an (ordinary) member.
5. Associate members shall be equalised to (ordinary) members with regard to the regulations on membership fee and contributions as referred to in article 1 of the present by-laws.
6. The Board shall decide on the admission of associate members, except where there is an appeal to the General Meeting, in case of non-admission.
7. The provisions in the articles of association relating to the termination of the membership shall be applicable to associate members.

### **NOTICE OF TERMINATION OF MEMBERSHIP, EXPULSION, NON-ADMISSION, APPEAL**

#### **Article 3:**

1. Notice of termination of membership on behalf of the association and expulsion from membership shall be effected by the Board.
2. Notice of termination of membership by the member or by the association shall only be effected as at the termination of the financial year and subject to four weeks notice being given. The membership, however, may be terminated immediately by giving notice, where the association or the member cannot in reason to let the membership continue.
3. A member shall, by giving notice or withdrawal from membership, be authorised to exclude the decision, whereby the obligations of the members have been increased, from taking effect as far as it is concerned.
4. Where the membership terminates in the course of the financial year, the membership fee shall nevertheless remain due for the whole.
5. An appeal shall lie to the General Meeting for the party concerned with regard to a decision on non-admission as a member or as an associate member.  
On notice of termination of membership by the Association on the grounds that the Association may not in reason be required to let the membership continue, and as regards a resolution on expulsion from membership.
6. The decision in question shall, within fourteen days thereafter, be communicated in writing by the Board to the party concerned, while indicating the reasons therefor.
7. The appeal shall, within one month after receipt of the communication referred to above, be made to the Board.
8. In so far as it concerns a member; the latter shall be suspended during the time limited for appeal and pending the appeal.

9. The General Meeting may create a committee of investigation and advice with regard to the appeal and the grounds on which the non-admission, the notice of termination of and expulsion from membership have been based.

## **ELECTION OF THE BOARD**

### **Article 4:**

#### **A. Order of rotation:**

1. To exercise the provisions of Article 7 sub 4 of the Association the chairman together with one third of the members of the board are due to resign in the years with numbers divisible by three. In the next year the treasurer together with another one third of the members of the board are due to resign. In the following next year the possible vice-chairman together with the remaining one third of the members of the board are due to resign.
2. All members of the board resigning as a result of the order of rotation may be re-eligible subsequently. A newly elected official in the board shall succeed in the position of his pre-successor on the order of rotation.

#### **B. Nominations:**

1. The nomination for the election of a member of the Board shall contain one or more names.
2. Both the Board and at least ten members shall be authorised to draw up a nomination for the election as a member of the Board.
3. The nomination made by the Board shall be communicated in the summons to the meeting.
4. The nomination made by ten or more members shall be presented to the Board at least one week before the meeting.  
The presentation shall be effected in writing while submitting the written statement of the person nominated to that effect that he is willing to accept the function of a member of the Board.
5. Both in case of a nomination has been drawn up and in case no nomination has been drawn up, the General Meeting shall be free in its choice.

## **FUNCTIONS OF THE BOARD**

### **Article 5:**

1. The President shall co-ordinate the tasks and activities of the members of the Board and shall preside over the board meetings.
2. The Secretary shall see to the taking of minutes of the board meetings and of the general meetings; he shall be responsible for the correspondence and further documents as well as for the files.
3. The Treasurer shall be responsible for the financial management and for the accounts.

## **BOARD MEETINGS AND DECISIONS**

### **Article 6:**

1. Board meetings shall be held:
  - a. as a preparation to the general meeting, or:
  - b. where the president so desires, or:
  - c. where at least three other board members so desire.
2. The summons to a board meeting shall be effected by the secretary, and in his absence, by one of the other board members.  
The summons shall, as a rule, be in receipt of the board members at least three workdays before the meeting, and shall contain the items of the agenda.
3. If necessary, documentation shall be added to the summons or reference shall be made to documentation forwarded at an earlier date.
4. The decisions of the Board shall be taken by an absolute majority of votes.
5. For validly taking a decision, at least half of the number of the board members shall be present or represented at the meeting.
6. Each member of the Board may cast his voice by another member of the Board duly authorised thereto in writing.
7. The Board may take valid decisions also outside meetings, provided that all members of the Board declare in writing to be in favour of the proposal, and subject to the resolution being adopted by a unanimous vote.
8. Minutes shall be taken of the proceedings of each board meeting.

**POWERS OF THE BOARD****Article 7:**

Without prejudice to the provisions of article 8, paragraph 1, of the articles of association, the Board shall need the approval of the General Meeting for:

1. a. the letting and leasing or acquiring or giving the use or enjoyment in any other manner of real estate;
- b. the entering into agreements whereby a bankers' credit id granted to the Association; giving, as well as taking up monies on loan, excluding the utilisation of the bankers' credit granted to the Association;
- d. the entering into agreements of compromise;
- e. appearing in court, including the conduction of arbitral proceedings, however with the exception of the taking of measures of attachment of property before judgement and the instituting of legal action which do not allow of any delay;
- f. the conclusion and alteration of agreements of employment;
- g. the granting of pension rights.
2. In so far as not already included in the provisions of paragraph 1 of the present article: the performance of legal acts exceeding an amount or a value of TEN THOUSAND GULDERS or binding the Association for a period of time longer than a year.

**GENERAL MEETINGS:****Article 8:**

1. The summons to a general meeting in the manner as set forth in the articles of association, shall be effected in writing, while indicating the items of the agenda.  
The summons shall be in receipt of the members at least three workdays before the meeting.
2. If possible, documentation shall be added to the summons or reference shall be made to documentation forwarded at an earlier date.
3. The general meetings shall be chaired by the president or by such person as shall be designated thereto by the Board. Where no provision for the chairmanship of the meeting is made in this manner, the meeting itself shall then provide for its chairman.
4. Minutes of the proceedings in each meeting shall be taken by the secretary or by another person designated thereto by the chairman, and shall confirmed and signed by the chairman and the secretary in a next general meeting.  
Those having called the meeting may have a notarial report of the proceedings made.
5. The contents of the minutes or notarial report shall be brought to the knowledge of the members.  
The judgement of the chairman pronounced at the general meeting to the effect that a decision has been taken by the meeting, shall be decisive.  
The same shall apply to the contents of a resolution adopted, in so far as there has been a voting on a motion not laid down in writing.
6. However, where immediately after pronouncing of the judgement referred to in the fourth paragraph, the correctness of same is contested, a second voting shall then be held when the majority of the meeting or - if the original voting did not take place by a poll or by ballot - a member with voting-rights so desires.  
By this new voting the legal effects of the original voting shall become ineffective.
7. Where in a voting on persons nobody has obtained the absolute majority, a second ballot, or in case of a nomination, a second ballot between the nominees shall be held.  
Where none of the has obtained the absolute majority, a ballot shall be held between the two persons having obtained the highest number of votes. The person having obtained the highest number of votes shall then be regarded as elected.  
Where, after the second ballot, there are more than two persons having obtained the highest number of votes (as a result of the obtainment of an equal number of votes), it shall be decided by drawing lots which of them having obtained an equal number of votes, shall be considered for the next ballot.
8. In case there is a tie in this next ballot, a decision shall be taken by drawing lots.
9. If there is tie on a motion not relating to the election of persons, such motion shall be considered as rejected.
10. Voting shall be effected by voice, unless the chairman deems a ballot desirable, or if one of the members with voting-right so desires before the voting takes place.  
Voting by ballot shall take place by means of unsigned and closed ballot-papers.

The taking of decisions by acclamation is possible, unless a member with voting-right desires a poll.

### **COMMITTEES AND WORKING-GROUPS**

#### Article 11:

1. Committees and working groups shall be provided with a commission by the Board or by the General Meeting, if necessary with a time limit within which commission should be accomplished; they shall establish their own rules.
2. The General Meeting shall, on the proposal of the Board, appoint the chairman, and, if necessary, the secretary of the committees and the working-groups out of the members of those committees and working-groups.
3. The committees and working-groups shall initiate their activities on time and continue these regularly.  
They shall report on their activities to the Board or to the General Meeting, according as these were instituted by the Board or by the General Meeting.
4. They shall submit a provisional report, either on their own initiative, or on request of the Board.
5. The committees and working-groups shall have no power to represent the Association, except when having been duly authorised by the Board as laid down in article 8, sub 4 of these Articles of Association; they shall be authorised only to incur expenses and pay disbursements in so far such has been permitted by the Treasurer.
6. The committees and working-groups shall be dissolved:
  - a. by the Board;
  - b. by the General Meeting.The committees shall be deemed to have been dissolved after the final report of the committee has been accepted by the body who instituted them or after the expiration of two years after being instituted, even when no report has been submitted, save extension by that body of the duration of their activities.

Made and reconfirmed by the General Meeting on 21st of March 2000.

Fokke van Dellen  
Chairman

P.F.van Kranen  
Secretary