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*This unofficial translation of the articles of association is reflecting the official Dutch text and meaning of the articles of association as concisely as possible.*

*Dutch legal concepts expressed in English by translation should not be automatically considered identical to any seemingly similar legal concept from any other laws of other jurisdictions as expressed in English.*

*Whenever difficulty in understanding or differences in interpretation of any included article might occur, the Dutch version of these articles as deposited at the Trade Register shall prevail.*

## **ARTICLES OF ASSOCIATION**

*(European Association for Aviation Psychology (EAAP))*

### **ARTICLES OF ASSOCIATION**

#### **NAME**

##### **Article 1.**

The association bears the name:

##### **European Association for Aviation Psychology.**

(abbreviated: EAAP; Dutch: Europese Vereniging voor Luchtvaartpsychologie; French: Association Européenne pour la Psychologie Aéronautique; German: Europäische Gesellschaft für Luftfahrtpsychologie).

#### **SEAT**

##### **Article 2.**

The association has its seat in the municipality of Amsterdam, The Netherlands.

#### **OBJECTIVE**

##### **Article 3.**

The objective of the association is to promote the study of psychology and human factors and the scientific pursuit of applied psychology and human factors in the

field of aviation, and furthermore to undertake any other acts relating directly or indirectly or potentially conducive to the foregoing, all in the broadest sense of the word.

**Article 4.**

1. The association endeavours to achieve its objective by:
  - a. establishing contact between workers in aviation psychology and human factors;
  - b. organising congresses and conferences;
  - c. publishing a scientific journal, conference proceedings and other publications;
  - d. making recommendations for scientific research and for the practical application of aviation psychology and human factors;
  - e. cooperation and building strategic partnerships with institutions active in related fields;
  - f. offering an accreditation scheme for aviation psychologists and human factors specialists; and
  - g. any other lawful means that may be conducive to the achievement of the association's objective.
2. The association is committed to non-discrimination, diversity and equal opportunities.
3. These articles of association are supplemented by the code of professional practice of the association.

**MEMBERSHIP**

**MEMBERS**

**Article 5.**

1. Admitted as member of the association can be both psychologists and academics from other disciplines who:
  - a. hold a master's degree or a higher degree, with a minimum of five (5) years of studies, in psychology or in a discipline which may be relevant to the study and application of human factors in aviation, and
  - b. are (self) employed as psychologist or as human factors professional in

service of civil or military aviation either in or outside Europe.

The degree mentioned in article 5 paragraph 1 sub a must be covering a scientific curriculum for the study and practice of psychology or other discipline as mentioned in article 5 paragraph 1 sub a, including the scientifically recognised methods, and be accredited by national legislation in accordance with the standard as defined by the European Consortium for Accreditation in higher education (“ECA”).

Non-European diplomas must be recognized as equivalent by a European state university in alignment with the ECA or equivalent legally recognised standards.

To assure that the qualification standards are upheld the board of the association may seek further information at their discretion.

2. In special cases, persons not meeting the requirements laid down in article 5 paragraph 1 are eligible to become member. This may apply when these persons contribute significantly to the development and implementation of psychology or human factors in aviation by their work and expertise in the field. A case for eligibility including clear evidence shall be made by both the candidate and the board proving that the candidate meets the requirements to become a member.
3. All members, including the associate members, affiliate members, student members, corporate members and honorary members are obliged to provide the board with their address and e-mail address. All members are obliged to inform the board of any change of their address and e-mail address without delay.

The board shall keep a register in which the names, addresses and e-mail addresses of all the members are registered.

## **ASSOCIATE MEMBERS, AFFILIATE MEMBERS, STUDENT MEMBERS AND CORPORATE MEMBERS**

### **Article 6.**

1. Admitted as associate member of the association can be persons who are (self) employed in the field of aviation psychology or aviation human factors,

but do not meet the scientific degree requirements of article 5 paragraph 1 sub a.

2. Associate members are entitled to participate in all activities of the association, but they are no members within the meaning of the law. As a result thereof, associate members do not have voting rights in the general assembly.
3. Admitted as affiliate member of the association can be persons who are interested to apply their knowledge and skills in the field of psychology and human factors in aviation but currently do not meet the requirements of article 5 and article 6 paragraph 1.
4. Affiliate members are entitled to participate in all activities of the association, but they are no members within the meaning of the law. As a result thereof, affiliate members do not have voting rights in the general assembly.
5. Admitted as student member of the association can be full-time bachelor, master, and Doctor of Philosophy-candidates of any scientific field upon presentation of a corresponding official certificate of enrolment.
6. Student members are entitled to participate in all activities of the association, but they are no members within the meaning of the law. As a result thereof, student members do not have voting rights in the general assembly.
7. Corporate membership (sponsorship) of the association is open to organisations that pay an annual contribution to the association.  
Corporate members are entitled to send an observer to the congresses and conferences organised by the association. Corporate members shall be kept informed of all activities of the association. Their names and logos shall be presented on the website of the association if they so wish.
8. Corporate members are no members within the meaning of the law. As a result thereof, corporate members do not have voting rights in the general assembly.

## **HONORARY MEMBERS**

### **Article 7.**

1. As honorary member of the association can be elected members who:
  - a. have a seniority of at least ten (10) years as a member; and

- b. have contributed in an active and influential manner to the objective of the association.
2. Honorary members have the same rights as members.
3. Candidate honorary members will be nominated by a majority of the board. This nomination must be supported by two (2) members, who are not members of the board and who do not have the same nationality as the candidate.
4. Honorary members are elected by the general assembly by simple majority of the votes cast by the members present.

### **ADMISSION AND TERMINATION OF MEMBERSHIP**

#### **Article 8.**

1. Applications for admission as a member are to be addressed to the secretary in writing and are decided upon by the board.
2. The relationship of members with the association shall end:
  - a. if a member dies or, in case of a corporate member, is dissolved;
  - b. if a member resigns from membership, according to paragraph 3;
  - c. if the association terminates a member's membership, according to paragraph 4; and
  - d. if a member is removed as member, according to paragraph 6.
3. A member may resign from membership only with effect from the end of the calendar year and by giving two (2) months' notice, provided that:
  - a. a member may resign from membership with immediate effect within one (1) month of the date on which the member is notified of a resolution to change the legal form of the association or to effect a merger, split-up or split-off;
  - b. a member may resign from membership with immediate effect within one (1) month of the date on which the member becomes aware of or is informed of a resolution resulting in a restriction of the member's rights or an increase in the member's obligations (other than financial obligations); in that case the resolution will not apply to this member.

A member may resign from membership only by written message to the secretary. Notice of resignation may be done by readable and reproducible electronic message to the email address of the secretary.

4. Notice of termination of membership by the association, honorary membership excluded, is given by the board. The association may give notice of termination of membership if the member no longer meets the membership requirements, fails to meet the member's obligations to the association, or if the association cannot reasonably be expected to allow membership to continue. Notice of termination of membership as referred to in this paragraph takes immediate effect.
5. If notice of resignation is given in contravention of the provisions of paragraph 3, membership will terminate with effect from the earliest possible date following the date for which notice has been given.
6. Members may, by a motion of the board or by motion supported by at least ten (10) members, be removed through a decision of the members in attendance to the corresponding general assembly, taken by a majority of at least two thirds of the votes cast. Removal of a member can only be decided if a member acts in contravention of the constitution, by-laws or resolutions of the association, or prejudices the association unreasonably. In case of removal membership ends with immediate effect.
7. All members must adhere to the Code of Professional Practice of the association. Non-adherence can lead to removal as mentioned in article 8 paragraph 6.
8. If membership ends in the course of a financial year of the association, the annual membership fee for that year will remain due in full.

## **BOARD**

### **BOARD COMPOSITION AND ELECTION**

#### **Article 9.**

1. a. The board of the association shall consist of an odd number of at least three (3) persons, at least one (1) of whom shall have sufficient command of the Dutch language (spoken and written) and have his or her actual and

- usual place of residence in the Netherlands. The number of board members will be determined by the general assembly.
- b. Board members shall hold a European passport and live within the boundaries of Europe.
2.
    - a. The board shall comprise of members holding a psychology degree and one (1) member holding a degree from a different discipline as defined in article 5 paragraph 1 sub a.
    - b. In nominating candidates for board positions to the general assembly, the board will aim to ensure that both the field of civil aviation and that of military aviation will be well represented in the board.
  3. The board is elected by the general assembly from the members of the association as defined in article 5 and with due observance of the other provisions of these articles of association.
  4.
    - a. In the unforeseen circumstance that no member with sufficient command of the Dutch language and actual and usual place of residence in The Netherlands is available for board membership, the general assembly may decide by exception to deviate from this requirement referred to in paragraph 1 sub a.
    - b. If there is no member with a degree other than psychology available for board membership, the general assembly may decide by exception to deviate from this requirement referred to in paragraph 2 sub a.
  5. The president shall be elected as such, but the other functions and duties, including those of secretary and treasurer, shall be distributed among themselves by the members of the board.
  6. Every two (2) years, two (2) members of the board shall resign by rotation in accordance with a retirement schedule adopted by the board. The retiring members shall be re-eligible at once.
  7. Vacancies on the board shall be filled on the basis of a binding list (short list), to be prepared by the board, on which for each vacancy two (2) members of the association shall be nominated as candidates.
  8. The procedure for drawing up a binding list is as follows:

- a. the board prepares a preliminary binding list on which for each vacancy two (2) candidates, nominated for board membership by the board, are placed;
  - b. until one (1) day before the general assembly members can nominate other persons as candidates for board membership and add their names to the binding list. Such a nomination can only take effect if a nomination is supported by a member whose nationality is different from the nationality of the candidate and if the candidate certifies his or her intention to accept board membership if elected;
  - c. if no candidates have been added to the preliminary binding list, this list will be considered the binding list mentioned in paragraph 7;
  - d. if candidates have been added to the preliminary binding list, the general assembly shall first vote on this list, for each vacancy individually. The two (2) candidates, for each vacancy, who acquire the highest number of votes are placed on the binding list referred to in paragraph 7.
9. The binding force of a binding list may be removed by a resolution passed at the general assembly with at least two thirds of the votes cast. If no nomination has been drawn up, or if the general assembly decides in accordance with the foregoing, to remove the binding force of the nominations, the general assembly is free to elect a board member.

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

### **Article 10.**

1. A board member steps down from office:
  - a. on termination of his or her membership of the association;
  - b. by resigning, giving written notice to the board;
  - c. if he or she loses the right to dispose of his or her personal assets;
  - d. on the expiry of his or her term of office, according to the retirement schedule;
  - e. if he or she loses the quality or capacity on the basis of which he or she has been elected as board member; and
  - f. by a resolution by the general assembly to remove him or her from office.



2. If one or more board members are absent or unable to act, the remaining board members shall temporarily be charged with the management of the association. If one or more board members are absent or unable to act, the remaining board members or the remaining board member form an authorized board. Any vacancies that arise shall be filled as soon as possible during the next general assembly.

If all the board members are absent or unable to act, one or more persons to be annually appointed by the general assembly shall temporarily be charged with the management of the association.

3. Board members may be suspended or removed from office by the general assembly at any time, even if they have been elected for a fixed period of time. If no resolution is passed on the removal from office of a suspended member of the board within three (3) months of the suspension, the suspension will end on expiry of that three (3) month period.

A resolution to remove a board member from office may be passed only by a majority of at least two thirds of the valid votes cast in the general assembly.

## **DECISION-MAKING BY THE BOARD**

### **Article 11.**

1. The board shall hold a board meeting whenever this is necessary pursuant to these articles of association or considered desirable by the president or one of the other board members.
2. Resolutions may be passed at a meeting only if at least fifty percent of the board members are present or represented. A board member may be represented at a meeting by another board member holding a written proxy. The board may also pass resolutions without holding a meeting (in writing), provided that all the board members have been given the opportunity to express their views on the resolution in writing. 'In writing' can also refer to electronic means of communication
3. All board resolutions, resolutions outside a meeting included, must be passed by an absolute majority of votes.
4. Every board member is entitled to cast one (1) vote within the board meeting.

5. The secretary shall take minutes at each meeting, that will subsequently be signed by both the president and the secretary attesting to their accuracy.
6. A board member of a multi-member board, whose direct or indirect personal interest conflicts with those of the association, is obliged to notify the board about the conflict.

If the conflict bears on the subject of resolution under discussion, the board member shall not participate in the deliberations, will abstain from voting, and his or her vote shall not count towards a possible quorum required.

Nevertheless, the board member may represent the board for the implementation of the resolution on the subject.

7. If, with respect to the subject of the resolution, all board members have a direct or indirect personal interest that conflicts with the interests of the association, the resolution shall be taken by the general assembly.

## **DUTIES AND POWERS OF THE BOARD**

### **Article 12.**

1. The board is charged with the management of the association. In the performance of their duties, the board shall act in the interests of the association and the organisation connected with it. The board may delegate one or more of its powers to others, which powers must be clearly specified. The party exercising such delegated powers will act in the name of and on the responsibility of the board.
2. The association may accept inheritances only under benefit of inventory.
3. The board is not entitled to pass resolutions to enter into agreements for the acquisition, disposal and encumbrance of property subject to compulsory registration, nor to enter into agreements by which the association binds itself as surety, guarantor or joint and several debtor, warrants performance by a third party or undertakes to provide security for a debt of another party.
4. The general assembly can subject future board resolutions to its approval or authorization. These resolutions must be defined in a clear manner and must be notified to the board in writing.

The absence of such approval may not be invoked by and against third

parties.

## **REPRESENTATION**

### **Article 13.**

1. a. The board represents the association.  
b. The authority to represent the association shall also be vested in the president, the secretary and the treasurer. They are individually authorized to represent the association.
2. The board may decide to grant power of attorney to one or more members of the board or to third parties to represent the association within the limits of the power of attorney. The board may also decide to confer a functional title on holders of a power of attorney.
3. The board shall notify the Commercial Register of the grant of any power of attorney to represent the association on a continuing basis.

## **FINANCES**

### **Article 14.**

1. The year of the association, in a narrower sense the financial year of the association, coincides with the calendar year.
2. The association shall obtain its funds from the annual subscriptions of the members, as well as from the annual contributions of corporate members as referred to in Article 6. paragraph 7, and from possible gifts, legacies, subsidies and any other income. The amount of the annual subscription fees and contributions to be determined each time for the next official year by the general assembly as referred to in article 16 paragraph 1.
3. Honorary members are exempted from paying an annual subscription.

## **MANAGEMENT REPORT, FINANCIAL STATEMENTS AND STATEMENT OF**

## **ACCOUNTS**

### **Article 15.**

1. The board is obliged to keep record of the association's financial position and of everything relating to the activities of the association, in a manner appropriate to those activities, and to keep the corresponding books, documents and other data carriers all in such a manner as to ensure that the

association's rights and obligations can be ascertained at any time.

2. At a general assembly to be held within six (6) months of the end of the financial year of the association, unless the general assembly has extended this period, the board shall present a management report on the affairs of the association and the policies pursued. The board shall present the financial statements, including the balance sheet and the statement of income and expenditure with accompanying notes to the general assembly for approval. These documents must be signed by the board members. If the signature of one or more of them is missing, this must be noted along with the reason thereof. After the expiry of the aforesaid period, each member of the association may request the court to order the joint members of the board to meet these obligations.
3. The general assembly may engage an auditor as defined in Section 393 in Book 2 of the Dutch Civil Code to audit the financial statements prepared by the board in accordance with the provisions of Section 393 paragraph 3 in Book 2 of the Dutch Civil Code. The auditor must lay down the findings of the audit in an opinion on the fair presentation of the financial statements. This opinion will be added to the financial statements to be presented to the general assembly for approval.
4. If the general assembly does not engage an auditor as referred to above, the general assembly will elect an audit committee each year from among the members, consisting of no fewer than two (2) persons who may not be board members.

The committee will audit the balance sheet and the statement of income and expenditure and report on its findings to the general assembly.

If the audit of the balance sheet and the statement of income and expenditure requires special accounting expertise, the audit committee may seek the assistance of an expert at the expense of the association, subject to the permission of the board.

The board is obliged to furnish the committee with any information it may request in connection with its audit, to show the association's cash funds and

assets to the committee upon request, and to make the books, documents and other data carriers of the association available to the committee for inspection.

5. The board is obliged to retain the books, documents and other data carriers referred to in paragraphs 1 and 2 for a period of seven (7) years.

## **GENERAL ASSEMBLIES AND VOTINGS**

### **Article 16.**

1. A general assembly – the annual meeting – shall be held each year within six (6) months of the end of the financial year of the association, except when this period has been extended with at the most four (4) months by the general assembly in view of particular circumstances. Convocation, including the agenda for the meeting, is done by the secretary at least thirty (30) days prior to the date of the meeting by written notices to the member's addresses as recorded in the member's register.

Notice of a general meeting may also be done by electronic means of communication in the form of a readable and reproducible message to the email addresses of those members who have agreed thereto and notified the association of their email address for that purpose.

2. Apart from any other matters that may arise, the matters to be considered at the annual meeting referred to in paragraph 1 include the following:
  - a. the adoption of the minutes of the previous meeting;
  - b. the management report for the last financial year of the association and the balance sheet and the statement of income and expenditure;
  - c. the budget for the next financial year of the association;
  - d. the report of the auditor or the audit committee about the balance sheet and the statement of income and expenditure for the last financial year of the association and the engagement of an auditor or election of an audit committee, as referred to in article 15, for the next financial year of the association;
  - e. granting discharge of liability to the board regarding the policy of the past financial year;
  - f. the filling of the vacancies within the board;

- g. the appointment of one or more persons who shall temporarily be charged with the management of the association in case all board members are absent or unable to act, as mentioned in article 10 paragraph 2; and
  - h. motions proposed by the board or the members, as announced in the notice of the meeting.
- 3. The board convenes an extraordinary general assembly, according to the procedure mentioned in article 16, paragraph 1, whenever considered necessary by the board or within four (4) weeks of a written request to that effect by at least ten (10) members who state the topics to be discussed at the meeting in their request. The general assembly on request of the members must be held within four (4) weeks after the request was lodged. If the board does not comply with the request of members to convene a general assembly within fourteen (14) days, the members are entitled to convene the general assembly themselves.
- 4. In derogation of paragraph 3 the board is also obliged to convene an extraordinary general assembly at the written request of such a number of members as are entitled to cast ten percent of the votes in the general assembly, should that number of members be lower than ten (10) as mentioned in paragraph 3.

**Article 17.**

- 1. The president chairs the general assemblies. If the president is absent, the general assembly will be chaired by a board member as proposed by the majority of the board.
- 2. The minutes of the general assembly are drafted by the secretary and adopted by the next meeting, in witness whereof they are signed by the president and the secretary.
- 3. An adoption of the annual accounts does not implicate a discharge of the liability for the board members.

**Article 18.**

- 1. The general assemblies are held at a physical location which is accessible to all categories of members. The location of the general assembly can also be a

place outside of the Netherlands. General assemblies are open to all categories of members.

2. The board may decide that a member may participate in, address and vote at the general assembly by using an electronic means of communication. The voting member bears the risk of using an electronic means of communication.
3. For the purposes of paragraph 2, the electronic means of communication must allow the identity of the voting member to be established and must enable the voting member to follow the proceedings at the meeting in real time and to exercise the voting right. Board may set conditions for the use of the electronic means of communication. If the board decides to set such conditions, these will be stated in the notice of meeting.
4. The board may decide that voting members may cast their votes by electronic means of communication prior to the general assembly.

Only those who are registered as voting members in the association's members' register at the time specified in the notice of the general assembly are entitled to cast their vote in this manner. Votes may be cast in this manner only after notice has been given of a general assembly, but in no event earlier than the fourteenth day prior to the day of the meeting and in no event later than the day prior to the day of the meeting.

The board shall ensure that these votes are recorded and shall inform the chair of the general assembly of the votes cast.

Voting members who have voted in this manner, may not withdraw their vote and may not vote again at the general assembly. If members who have voted in this manner are no longer members of the association at the time of the general assembly, their vote will be deemed not to have been cast.

#### **Article 19.**

1. Resolutions are passed by an absolute majority of the valid votes cast (majority of the votes cast, without taking into account the blank votes), except as otherwise provided in this constitution. Only the members mentioned in articles 5 and 7 are members within the meaning of the law and have the right to cast a vote in the general assembly. Board members shall, as such, have

the right to give advice in the general assemblies.

2. All voting on matters will be oral, all voting on matters concerning persons will be by ballot.
3. Voting by proxy shall not be permitted.
4. Blank votes are treated as abstentions.
5. If the votes on a proposal are equally divided, the proposal shall be considered to have been rejected.
6. If necessary in the case of voting on matters concerning persons, two (2) free votes will take place. Subsequently a vote will take place between the persons who received the two (2) highest numbers of votes, after which, if the votes are still equal, it will be decided by lot.
7. A unanimous decision of all members of the association taken outside a convened assembly, has the same force as a resolution of the general assembly, provided that it was taken with the knowledge of the board.

## **BY-LAWS**

### **Article 20.**

1. Matters requiring further regulation may be regulated by rules of procedure or any other internal by-laws. Rules of procedure shall not contain provisions that are contrary to the law or this constitution.
2. Internal regulations are adopted and amended by the general assembly.  
The provisions of article 21 relating to amendments to the articles of association apply by analogy to the adoption of and any amendments to the internal by-laws.

## **CHANGE OF ARTICLES OF ASSOCIATION AND DISSOLUTION**

### **Article 21.**

1. Decisions to amend these articles of association and to dissolve the association are taken with a simple majority of votes in a general assembly, convened by means of a notice stating that a motion to amend the articles of association or to dissolve the association will be considered at that meeting.
2. A copy of the motion, containing the exact wording of the proposed



amendment, must be available at an appropriate location for inspection by the members at least five (5) days before the day of the general assembly until the end of the day on which the meeting is held.

3. The provisions of this article apply by analogy to a resolution to effect a merger, split-up or split-off.
4. The provisions of paragraphs 1 and 2 do not apply if all the voting members are present at the general assembly and the resolution to amend the articles of association is passed by unanimous vote.

**Article 22.**

1. Amendments to these articles of association take effect after a notarial deed has been executed. Each board member is individually entitled to arrange for such notarial deed to be executed.
2. The board shall deposit an authentic copy of the amendments and of the amended articles in a public register which is held for that purpose by the Chamber of Commerce.

**Article 23.**

1. In case the association should be dissolved, liquidation shall be effected by the board, which shall transfer a possible surplus to an organisation which objectives corresponds as closely as possible to the objective of the association, unless the general assembly decides otherwise, in the way prescribed in article 21.
2. The provisions relating to election, suspension and removal from office of board members remain applicable to them. The other provisions of this constitution also remain in force as far as possible during the liquidation.
3. After its dissolution the association will continue to exist insofar as this is necessary for the liquidation of its assets.

The words '*in liquidatie*' (in liquidation) must be added to the association's name in documents and notices issued by the association. The liquidation will end when there are no longer any assets of which the liquidators are aware.

4. After the liquidation, the books and documents of the dissolved association will remain in the custody of the person or persons designated for that purpose by the general assembly, for a period of seven (7) years.

**CONCLUDING PROVISION**

**Article 24.**

In all cases for which no provisions are made in these articles of association or by law, the board shall decide.