

## ARTICLES OF INCORPORATION

The undersigned founders,

1. CGR, S.p.A., Via Cremonese 35/A, 43126 Parma, Italy, company number PR-179355, represented by Giovanni Banchini.
  
2. Geofly GmbH, Ottersleber Chaussee 91, 39120 Magdeburg, Germany, company number Amtsgericht Stendal HRB 7596, represented by Aicke Damrau.
  
3. Eurosense Belfotop BVBA, Oude Stationstraat 144, 8700 Tielt, Belgium, company number 0405.198.296, represented by André Jadot.
  
4. Vermessung AVT-ZT-gmbH, Eichenweg 42, 6460 Imst, Austria, company number FN 459689p represented by Klaus Legat.
  
5. Cowi A/S, Parallelvej 2, 2800 Kongens Lyngby, Denmark, company number 44623528, represented by Simon Musäus.
  
6. OPEGIEKA Sp. z o.o., al. Tysiaclecia 11, 82-300 Elblag, Poland, company number KRS0000190471, represented by Florian Romanowski.
  
7. Bluesky International Limited, the Station, Station Road, Ashby de la Zouch, LE65 2AS, United Kingdom, company number 4789469, represented by Rachel Tidmarsh.

United in the Meeting of 6 June 2019 have agreed to establish an Association without profitable goal, of which the articles of incorporation are as follows:

### Article 1 : Name

An Association without profitable goal called "EUROPEAN ASSOCIATION OF AERIAL SURVEYING INDUSTRIES", or in abbreviated form "EAASI" is hereby founded.

The complete or abbreviated names may be used together or separately.

This Association shall be governed by the Belgian Companies and Associations Codex of 28 February 2019.

### Article 2 : Seat

The registered office of the Association is currently located at Avenue de Tervueren 13/B, 1040 Etterbeek, Belgium in the Brussels Region. The registered office may be transferred to any other location within Belgium by a decision of the Board of Directors of the Association.

### Article 3 : Goal

The disinterested goal of the Association, which shall exclude any profit-making objective, shall be the promotion of aerial surveying in Europe and the encouragement of exchange of information and collaboration between persons, companies and groups of firms and companies, operating in the field of aerial surveying.

Without prejudice to the foregoing, the Association shall have the following activities as objects:

- a) Make users and potential users of Geo-Information aware of the benefits of aerial surveying;
- b) Achieve a high awareness of the strategic role that aerial survey data play in the framework of digitalization, information systems and virtual reality;
- c) Define, maintain and promote quality, safety, ethical and business requirements for the aerial surveying industry;
- d) Promote the use of international professional standards in the field of gathering geospatial data;
- e) Facilitate the networking and provide a platform for regular contacts, information exchange and cooperation between the members;
- f) Provide members with information about the developments of technological knowledge;
- g) Ensure that the common interests of members are represented in national and international committees which exert influence on the members;
- h) Advise and assist funding and executing agencies and organisations in matters concerning aerial surveying;
- i) Promote the generation of a sustainable market for Geo-Information using aerial surveying;
- j) Take all other actions as may be conducive to the attainment of the above objectives, such as concluding agreements, engaging personnel, hiring, leasing, buying and selling property.

The Association may perform commercial acts as far as they are in accordance with the goal of the Association as described above and as far as the resulting profit is only used to attain this goal.

#### Article 4 : Duration

The Association is formed for an indeterminate duration and may be wound-up at any time in accordance with the Provisions of the present Articles of Incorporation.

#### Article 5 : Members and Observers

The Association shall be composed of members and observers. The maximum number of members shall not be limited, but there shall always be a minimum of three members.

Members shall fulfill all following requirements at the time of application for membership and at all times thereafter:

- (1) Be based and create employment in any the following countries: Albania, Armenia, Austria, Azerbaijan, Belarus, Belgium, Bosnia & Herzegovina, Bulgaria, Croatia, Cyprus, Czech Republic, Denmark, Estonia, Finland, France, Georgia, Germany, Greece, Hungary, Iceland, Ireland, Italy, Kosovo, Latvia, Lithuania, Luxembourg, Malta, Moldova, Montenegro, Norway, North Macedonia, Poland, Portugal, Romania, Russia, Serbia, Slovakia, Slovenia, Spain, Sweden, Switzerland, The Netherlands, Turkey, Ukraine, United Kingdom;
- (2) Be a privately owned commercial company. 'Privately owned' means that the majority of the shares (>50%) are in private hands.
- (3) Operate survey aircraft and equipment for aerial photography, mapping and/or Lidar purposes in one or more of the countries mentioned under point (1)
- (4) Fully support the goal and the objects of the Association.

Any candidate which does not qualify to become a member of the Association may apply as observer.

Any candidate to become member or observer has to apply by mail or e-mail at the attention of the President of the Board of Directors at the registered office of the Association.

The Board of Directors shall have full power to decide, acting on such information or evidence as it thinks fit, whether candidate is eligible to become member or observer. Any candidate of whom the candidature has been accepted or rejected will be informed within 15 days upon such decision taken by the Board of Directors.

Members and observers will have the same rights and obligations but only members shall have voting rights.

#### Article 6 : Resignation and Exclusion

Membership of the Association shall cease at such time as a member's resignation or exclusion becomes effective.

Resignation shall be notified in writing by registered letter for the attention of the President of the Board of Directors at the registered office of the Association.

Any resignation shall only be effective at the close of business on the December 31<sup>st</sup> immediately following the receipt of notice of resignation by the Board of Directors. The latest possible date for resignation in a given calendar year is October 31<sup>st</sup>.

Any member who shall remain in default, with regard to the payment of its subscription or any other debt which it may have to the Association for a period of three months, after having been put on notice by the Board of Directors to pay the same, shall be deemed to have resigned on the last day of said three month's period.

A member may be excluded by the General Meeting of Members with the quorum and majority that are required for a modification of the articles of association. The exclusion shall be mentioned in the agenda of the General Meeting of Members and the member shall be heard before the decision to exclude is taken.

The member who is excluded shall be immediately liable for the full payment of the subscription for the full year during which its exclusion is decided and if it has already paid its subscription for said year, it shall not be entitled to any pro-rata reimbursement.

No member following its effective resignation or exclusion shall have any rights whatsoever against the assets of the Association.

The stipulations of this article also apply to the resignation and the exclusion of observers.

#### Article 7 : Subscriptions

Members shall pay an annual subscription, the amount of and the terms of payment of which shall be determined by the General Meeting upon a proposal from the Board of Directors. The amount of the annual shall not be higher than 10,000 Euro.

#### Article 8 : General Meeting of Members

The General Meeting shall be open to all members and observers of the Association but with only members eligible to vote. It shall be fully empowered to achieve the objects of the Association and in particular the General Meeting shall be competent to:

- Approve the annual accounts and the budget of the Association upon a proposal from the Board of Directors,
- Set the amount and terms of payment of the annual member's subscription upon a proposal from the Board of Directors,
- Elect, dismiss or approve the members of the Board of Directors and determine their wages if wages are allocated,
- Discharge the members of the Board of Directors
- Modify the Articles of Incorporation,
- Establish and modify the internal regulations of the Association,

- Exclude a member,
- If required by law, appoint the auditors of the Association and fix their terms of office,
- Decide about the dissolution of the Association,
- Decide about any other item as obliged by the law or by the Articles of Association.

The General Meeting shall meet at least once each year at the registered office or at any other place indicated in the notice. Said meeting shall take place on the first Tuesday of June of each year, unless decided otherwise by the Board of Directors.

A General Meeting may be convened at any time, on an extraordinary basis, by the Board of Directors and shall be also convened upon receipt of a written request signed by one fifth or more of the members of the Association. Meetings shall be held at the location indicated in the notice. The Board of Directors shall give notice of the General Meeting within 21 days from the date of such written request and the General Meeting shall be held within 40 days from the date of such written request.

For all meetings, written notices, including the agenda, shall be sent out by letter, or e-mail to all members, observers and directors at least fifteen days prior to the date fixed for the meeting. The notices for the yearly General Meeting shall include a copy of the annual accounts and the yearly report of the Board of Directors, as mentioned in Article 17 hereunder. Each proposed item, signed by at least 5% of the members has to be put on the agenda. The General Meeting can only decide about items put on the agenda.

#### Article 9 : Voting at General Meetings

Subject to the provisions of Article 10 hereunder, the quorum for both the annual and any extraordinary meeting of members shall be one third of the total number of members, present or represented. If the quorum of members is not present, a new meeting shall be convened within 4 weeks of the date of the first meeting and all resolutions and decisions taken at the second meeting shall be validly adopted, no matter how many members are present or represented.

The General Meeting shall be headed by the President of the Board of Directors, or in his absence, the Vice-President of the Board of Directors or, in his absence, the oldest of the present Directors.

Each eligible member shall have one vote.

Members may be represented at any meeting by another member, acting based on a written power of attorney, specific to the meeting in question.

A member may not act as the appointed representative of more than two other members.

Unless the law or the provisions of the present Articles of Incorporation provide otherwise, all decisions of the General Meeting shall be adopted by simple majority of the members present

or validly represented at the meeting. Abstentions will not be taken into account, not in the counter, nor in the denominator.

A copy of the minutes of the General Meeting shall be forwarded to all members, observers and directors in writing (by e-mail) within four weeks.

#### Article 10 : Modification of the Articles of Incorporation

Any proposal to modify the Articles of Incorporation of the Association shall originate with the Board of Directors or at least 5% of the members of the Association.

The written notice of the General Meeting that will decide about the modification of the Articles of Incorporation of the Association shall be made known to the members, the observers and the directors of the Association at least 1 month ahead of the date of the General Meeting. The written notice of the General Meeting will contain a detail of the proposed modifications of the Articles of Incorporation.

The General Meeting may only deliberate if 2/3 of the members able to vote are present or represented. However, if the General Meeting does not meet this requirement, a new General Meeting shall be convened on the same conditions as above, to decide definitively on the proposal in question, no matter what number of members are present or represented. This second meeting may only be held after a period of 15 days following the first meeting.

A modification of the Articles of Incorporation shall be accepted when at least 2/3 of the present or represented members votes in favour of the modification. Abstentions will not be taken into account, not in the counter, nor in the denominator. If the modification of the Articles of Incorporation concerns the disinterested goal or the objects of the Association, the modification of the Articles of Incorporation shall be accepted when at least 4/5 of the present or represented members votes in favour of the modification. Abstentions will not be taken into account, not in the counter, nor in the denominator.

#### Article 11 : Board of Directors – Composition – election

##### Composition

The Association shall be administered by a Board of Directors (“the Board”) comprising of a minimum of three directors; at least one director shall be of Belgian nationality. The Board of Directors shall appoint an Executive Committee amongst its members consisting of a President, a Vice-president and a Treasurer.

The President, or in his/her absence, the Vice-President, shall preside over meetings of the Board of Directors.

Directors shall serve a term of office of one year. Directors that are also nominated as members of the Executive Committee shall automatically serve a term of office of two years. Members of the Executive Committee can only be elected for two consecutive terms. However, the General Meeting may decide to grant a third term.

## Election

The directors shall be elected by the General Meeting.

All candidates for becoming a member of the Board of Directors' shall present themselves for election at the General Meeting.

All members of the Board of Directors are eligible for re-election. Candidates for election to the Board of Directors may be presented by any member of the Association.

Notice of the candidature, signed by a member of the Association and accompanied by a written declaration of acceptance signed by the candidate director, shall be forwarded to the Board of Directors at least one month prior to the date of the General Meeting.

The Board of Directors shall include a list of candidate directors with the notices for the General Meeting.

Should a vacancy occur on the Board of Directors, the Board of Directors shall be free to co-opt a candidate of its choice.

Any person(s) so appointed shall remain in office until the next General Meeting that has to decide about the confirmation of the mandate of the co-opted candidate, in which case the co-opted candidate will fulfil the mandate of his predecessor.

## Article 12 : Board of Directors – Termination and Disqualification

The term of office of a member of the Board of Directors shall immediately and automatically cease, without any further decision of the General Meeting, upon the happening of any one of the following events:

- a) At the expiry of his term of office;
- b) If the member of the Board of Directors becomes bankrupt or makes any general arrangement or composition with his/her creditors;
- c) If the member of the Board of Directors has been sentenced by a court with power of res judicata related to a case within the scope of the Association;
- d) If the member of the Board resigns by written notice addressed to the Board of Directors of the Association.

## Article 13 : Board of Directors – Meetings

The Board of Directors shall meet each time that the interests of the Association so require and at least once a year.

Board meetings shall be convened by the President of the Board of Directors or at the request of at least two-thirds of the members of the Board.

Notices convening the meeting of the Board of Directors and including the agenda of the meeting in question shall be sent to each member of the Board by the President of the Board at least 15 days prior to the meeting.

Any member of the Board of Directors may be represented at a meeting of the Board by another member of the Board, by written proxy. No one member of the Board of Directors may have more than one proxy.

The Board of Directors may only validly deliberate if at least half of its members, including any co-opted members, are present or represented. If less than half of its members are present or represented, a meeting shall be convened within 4 weeks of the date of the first meeting and all resolutions and decisions taken at the second meeting shall be validly adopted, no matter how many members are present or represented.

All decisions of the Board of Directors shall be taken by a simple majority of those members present or represented.

In the event of a tie, the person presiding the meeting of the Board shall have a casting vote.

The President shall be responsible for ensuring that minutes are kept of all meetings of the Board and that said minutes are circulated to all members of the Board in writing (by letter, or e-mail) within one month of the holding of the meeting.

#### Article 14 : Board of Directors – Powers

The Board of Directors shall be fully empowered to carry out the objects of the Association.

To this end, the Board of Directors is invested with all powers of administration and disposal except for the powers granted by the present Articles of Incorporation to the General Meeting of members.

The Board of Directors may delegate the powers of day to day management to its President, any other member of the Board, or any other person, body or committee, whether or not composed of members of the Board, which it may determine.

#### Article 15 : Representation

The Association is validly represented by the signature of two members of the Board of Directors, one of whom must be the President, or in the event of his unavailability, the Vice-President.

#### Article 16 : Winding-up and Liquidation

The Association may be wound-up at any time by decision of the General Meeting of members deciding in accordance with the provisions related to the modification of the disinterested goal or the objects of the Association. Said decision shall appoint one or more liquidators for the purpose of conducting the winding-up.



In the event of winding-up, for whatsoever reason, the surplus assets of the Association, after all debts and liabilities have been settled, shall be put to the use of the following disinterested goal: Council of European Geodetic Surveyors (CLGE), Rue du Nord 76, BE – 1000 Bruxelles, Belgium.

Article 17: Business Year, Accounts and Audit

The business year of the Association shall run from January 1<sup>st</sup> to December 31<sup>st</sup>.

The Board of Directors shall be obliged to submit to the Annual General Meeting accounts for the previous business year as well as a report containing the budget for the current year.

Article 18 : Liability of Members

The liability of members shall be limited to the payment of their annual subscription and any other outstanding debt of the individual member to the Association.

Article 19 : Other Matters

For all matters not covered by these Articles of Incorporation reference shall be made to the Belgian Codex of Companies and Associations of February 28<sup>th</sup>, 2019.

Nominations:

The founders, meeting in a general meeting take the following unanimous decisions:

Nominations of the first directors:

Giovanni Banchini, Aicke Damrau, André Jadot, Klaus Legat, Simon Musäus, Florian Romanowski, Rachel Tidmarsh,

The persons above, nominated as directors, declare to take the following unanimous decisions:

- Is nominated as President: Simon Musäus
- Is as Vice President: André Jadot
- Is nominated as Treasurer: Rachel Tidmarsh
- Are mandated for the daily management: Simon Musäus, André Jadot and Rachel Tidmarsh, of whom each one shall execute all powers of daily management of the Association and the representation of the Association with regard to the daily management, with the power to submandate.

Made and signed in 9 copies the 6<sup>th</sup> of June 2019 in Wemmel, of which one copy shall be sent to the Official Gazette for publication and of which one copy shall stay at the seat of the the Association.

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Giovanni Banchini

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Aicke Damrau

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André Jadot

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Klaus Legat

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Simon Musäus

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Florian Romanowski

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Rachel Tidmarsh

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