

IDRF-Articles

§ 1

Name, registered office and fiscal year

- 1.) The name of the association is "community of interests of the regional aerodromes incorporated association " / "Interessengemeinschaft der regionalen Flugplätze e.V." (IDRF).
- 2.) The registered office of the association is in Mannheim.
- 3.) The fiscal year will be the calendar year.
- 4.) The association is entered in the association register.

§ 2

Purpose

- 1.) The community of interests of the regional aerodromes shall take charge of the common issues of regional airports, small community airports, corporate shuttle airfields and special airports. In particular the community shall
 - a) enhance and assure the cooperation and the information exchange amongst members, as much as the relationship with federations, associations, institutions, authorities and others, that represent aviaional interests,
 - b) represent the common interests of its members in public,
 - c) advise national and international corporations and authorities on preparing and implementing laws, regulations, official provisions and others, by which the common issues of the association's members are affected,
 - d) foster and enhance the collaboration with national and international authorities and institutions responsible for environmental protection, within the realms of common issues of the members,
 - e) foster and enhance the relationship with international aviation organisations within the realms of common issues of the members and

f) pursue a confidential cooperation with the Association of German Airports (Arbeitsgemeinschaft Deutscher Verkehrsflughäfen (ADV)) in a manner that is conducive and beneficial for the issues of Germany as a site for air traffic activities.

2.) The community of interests of the regional aerodromes does not exercise control over the business activities of the members.

3.) The association is a non-profit organisation and does not pursue private commercial interests.

4.) The funds of the association shall only be used for statutory purposes.

5.) Members of the association will not receive a share in the profits and according to their capacity as members also no other benefits from the association's funds.

6.) No one shall benefit from remunerations by the association which are either disproportionately high or unrelated to the association's purposes.

§ 3 **Membership**

1.) Regional airports, commercial airports as well as other operators of an aerodrome, also from abroad, may apply for membership as a full member, irrespectively of their legal form. The general assembly and the IDRF-executive board will decide consentaneously on the application.

2.) Public institutions, chambers of industry and commerce as well as traffic associations or institutions as much as companies and incorporations associated with aviation may become associate members. The general assembly will decide on their admission in accordance with the executive board.

3.) If the executive board rejects membership, the applicant can file a written complaint within a month after receipt, on which the subsequent regular general assembly will decide. The decision on the complaint will be notified in writing. There is no eligibility for membership.

§ 4 **Cancellation of membership**

1.) Membership ceases by unsolicited resignation, that can be declared by notification of a registered letter to the management, with a three months' notice, by the end of each calendar month. The resignation may be tendered in due time not earlier than one year after admission and by the end of a fiscal year.

2.) Upon application of the executive board the general assembly will decide with a two-thirds majority on the expulsion of a member. The executive board shall notify to the concerned member in writing the application for expulsion including a statement of grounds in copy, at least two weeks prior to the general assembly. A written response of the concerned member is to be submitted to the attention of the general assembly. The executive board will notify in writing the decision on expulsion which will take effect by the time of notification.

3.) On termination of membership there is no eligibility for a share in the association's funds. When due to resignation or expulsion the member remains liable for the monetary dues that were generated up to the effective date.

§ 5 **Membership fees**

1.) Members pay membership fees. The general assembly decides on due-date and amount of the fees, each time valid for the subsequent fiscal year. The funds shall be used economically.

Membership fees are to be prepaid semi-annually. The membership rate of the previous year is valid for the calculation of prepayments until the determination of new membership fees.

Newly admitted members shall pay the due fee for the current fiscal year pro rata. Members resigning within the course of a fiscal year shall pay the full annual rate for the respective fiscal year.

§ 6 **Bodies**

Bodies of the community of interests of the regional airfields are

- 1.) the general assembly
- 2.) the executive board
- 3.) the business management

§ 7 **The executive board**

1.) The board consists of five persons, the chairman, two deputy chairmen, the treasurer and the secretary (total board).

2.) The chairman and the deputy chairmen constitute the board in the sense of § 26 BGB (representative board). Judicially and extrajudicially the association is represented by the chairman or one of his deputy chairmen in each case. Despite the provision in § 8 item 1e the executive board is entitled to amend the articles, provided that the kind of amendment is merely editorial.

Employees of the association shall not be members of the representative board.

3.) The executive board is voted into office by the general assembly for a period of three years. It remains in office until the new election takes place. Should a board member stand down during the term of office, the total board shall vote on a substitute member for the remaining term of office.

4.) The board conducts the business activities of the association and takes care of all administrative tasks, provided that they are not assigned to another body of the association by articles or law. In particular the board is responsible for:

a) Implementation of the resolutions passed by the general assembly

b) Convening and preparation of the general assembly.
Chairing the general assembly by the chairman or one of the deputy chairmen.

c) Draft of budget for every fiscal year, accounting, compilation of the annual report.

d) Admission of members and assistance in expulsion of members.

e) Conclusion and cancellation of employment contracts.

5.) The executive board constitutes a quorum if all members have been invited and at least 3 members, among them the chairman or one deputy chairman, are present. The invitation shall be issued in writing by the chairman or in case of being prevented from so doing, by one of his deputy chairmen –even in urgent cases – not later than one week prior to the meeting. There is no requirement to notify the agenda.

The executive board may pass resolutions with a simple majority of the valid votes cast.

In the event of equality of votes, the chairman or, in his absence the deputy chairman chairing the board meeting, has a tie-breaking vote.

The resolutions shall be recorded in the minutes and be signed by the chair of the meeting. The entries shall comprise:

- date and location of the meeting
- names of the participants and the chair of the meeting
- the resolutions passed and the voting results.

Resolutions of the executive board may be passed by written procedure provided that all members of the executive board agree upon the proposed resolution by written consent.

Records of the passing of resolutions shall be kept annexed to the minutes.

6.) Electronic mailing of invitations, records of meetings or further documents is generally permitted. That also applies to a vote in writing, as far as a written procedure is provided therefore.

§ 8 **General assembly**

1.) The general assembly is in charge of all duties, provided that the executive board or other bodies of the association are not responsible.

The general assembly is exclusively in charge of the following duties:

- a) Approval of the budget for the subsequent fiscal year,
- b) Acceptance of the annual report of the executive board, of the audit report and approving of the actions of the executive board,
- c) decision on due-date and amount of membership fees,
- d) election and dismissal of members of the executive board,
- e) amendments of the articles
- f) dissolution of the association,
- g) decision on the complaint about rejection of the application for admission
- h) expulsion of a member of the association.

In addition, the general assembly shall be in charge of electing two auditors and receiving the auditors' report.

2.) The executive board shall convene a regular general assembly at least twice a year. Date and location of this meeting will be determined by the executive board. The convocation including the agenda shall be notified by the executive board to the members not later than 2 weeks prior to the date of the meeting. Members' applications which shall be put on the agenda have to be submitted to the business management at least 2 weeks prior to the date of the regular meeting. These applications have to be submitted by the business management to the members without undue delay. In doing so they will be considered as delivered at due date.

3.) The executive board shall be entitled to convene an extraordinary general assembly at any time. Such a meeting has to be convened if it is requested by at least one-quarter of the members.

4.) Participants of the general assembly are:

- a) All full members,

b) all associated members,

c) all corresponding members.

The chairman of the executive board and, in his absence one deputy chairman shall chair the general assembly.

5.) In the event of voting, each full member and each associate member has one vote. In case that several delegates have been sent to the meeting, only one of them shall be entitled to vote.

By written mandate an absent member is allowed to grant his voting right to another member. An authorized representative may not exercise more than 3 delegated voting rights.

6.) Any duly convened general assembly shall be quorate. Resolutions shall be adopted through a simple majority of votes. In the event of an equality of votes any application shall be considered as rejected. In case of an equality of votes during an election, the representatives of sites of air traffic activities shall decide by a majority of votes. Voting as well as elections shall be executed by ballot if this is requested.

7.) The meetings and the resolutions of the general assembly shall be reported in the minutes that shall be signed by the chairman and sent to all members.

8.) Amendments of the articles of association require a majority of at least three-quarters of the validly cast votes, a change concerning the purpose of the association as well as the dissolution of the association require a majority of four-fifths of the validly cast votes.

9.) The members of the executive board shall be elected separately, first the chairman, then two deputy chairmen and finally the rest of the members. A candidate shall be considered elected if he has obtained more than half of the validly cast votes. In the event that the required number of votes has not been obtained, there shall be a tie-breaking vote in a second ballot between the two candidates who have obtained the largest number of votes.

§ 9

Business management

1.) The community of interests of the regional aerodromes shall have a managing director. The managing director shall be appointed by the executive board in accordance with a proposal made by the members of the general assembly that shall require a majority of at least three-quarters of the votes.

2.) The managing director shall conduct the business activities of the community of interests of the regional aerodromes in accordance with the statutory law and the articles of association and in compliance with the internal rules concerning the business management.

3.) The managing director shall be obliged to render account of the conduct of business management to the executive board as well as to the members of the general assembly.

§ 10 **Announcements**

Announcement of the association shall be made by written notification to the members. A notification by means of electronic data transfer shall be permissible. In addition, important announcements have to be published in the Official Journal of the Federal Ministry of Transportation.

§ 11 **Disbandment of the association**

The disbandment of the association can only be carried out in a general assembly with a majority of votes according to § 8. Unless otherwise decided by the general assembly, the chairman and the deputy chairmen shall conjointly be authorized to officiate as liquidators. The above mentioned regulations apply analogously if the association is disbanded due to another cause or loses its legal capacity. On resolution of the latest general assembly the association's funds fall to the German Red Cross in case of disbandment.