

I.B.A.R. – Italian Board Airline Representatives

STATUTE

ART. 1

NAME

It is constituted the Association known as "ITALIAN BOARD AIRLINE REPRESENTATIVES" (IBAR) amongst all the airlines having permanent legal representation in Italy.

ART. 2

HEAD OFFICE

1. The Head office of IBAR is in Corso Vittorio Emanuele II n. 187, 00186 Rome.
2. The head office may be transferred elsewhere subject to approval by the Executive Board.

ART. 3

MISSION AND AIMS OF IBAR

IBAR is a trade organization of national and foreign airlines operating in Italy and pursues the following aims:

- a) IBAR supports and represents the interests of its members in making air transport most competitive and efficient and developing the air transport in Italy;
- b) IBAR is present and acts into any arrangements with Parliament, Government bodies, European Commission, local authorities and any other institutional entity to facilitate air transport and improve quality, efficiency and costs of airport management, airport handlers, airport services and en route assistance;
- c) IBAR, furthermore, deals with the competent administrations and independent authorities, as well as, when it concerns the air industry, the European Commission, by presenting reports and complaints and actively participating to the administration proceedings, and inquests initiated by European Commission such as:
 - i) handling and airport concessions, en route navigation, even related to the quality of services and fees debited to the airlines;
 - ii) access to the centralized infrastructures;
 - iii) airport charging system contracts with the Airport Management, ENAC and ENAV;
 - iv) eventual infringements related to competition;
 - v) total liberalization of ground handling services;
 - vi) observing the national and European regulations related to air transport, handling and airport concessions, liberalization and supply of ground handling services, en route navigation, safety, passenger and cargo security and passenger rights.
- d) IBAR acts respecting national and European on competition rules and does not deal with commercial issues and airline tariffs nor obtains or divulges news or information on such matters;
- e) IBAR, in order to achieve its goals, dialogues with other associations of its kind, including the suppliers of services, airport management, oil companies, caterers; agreeing also common initiatives, when necessary.
- f) IBAR, on subjects mentioned above, may set up Working Groups with the assistance of outside expert consultants;
- g) IBAR, through the President, acts as the official speaker for its members, having permanent

representation in Italy, thus releases statements to the Press or other Media and to be coherent in the interest of its members;

h) IBAR in the interest of its members, may act or defend in legal proceedings related to any matter of common concern, as laid down in this Statute.

i) IBAR will take all necessary action in order to achieve its goals mentioned above.

ART. 4 TERM OF IBAR

The duration of IBAR is unlimited.

ART. 5 MEMBERSHIP

1. All Airlines operating in Italy or have a head office or an off-line office or a permanent legal representation in Italy are eligible to membership;
GSAs are admissible subject to certain restrictions decided by the Assembly.

2. Membership applications must be made in writing to the General Secretary, who will verify the credentials (as indicated at point 1) and subsequently submitted and approved by the Executive Board ;

3. Membership applications must be accompanied with a copy of the power of attorney to be sent to General Secretary.

4. Membership fees must be paid within the 31 January of each year. Eventual additional costs must be paid within 30 days from the date the request is made by the General Secretary.

ART. 6 DISQUALIFICATION OF MEMBERS

Membership terminates – payments of fees and dues are not refundable – in case of:

a) written resignation presented to the General Secretary, giving at least 30 days notice;

b) default;

c) a Member no longer meets the criteria as per Art 5 par. 1;

d) a Member whose behavior goes against the objectives, the functioning or image of the Association, or however commits any act or omission which are prejudicial to the aims of IBAR. The Assembly, under secret vote, decides with the majority vote of 50% plus one.

ART 7

OBLIGATIONS BY THE MEMBERS

1. The Members contribute to the IBAR assets and accept to cover any necessary expenses required to run the activities of the Association according to the terms and conditions established by the Assembly.

ART. 8 ASSETS

IBAR's assets are constituted by membership fees according to the terms and conditions established by the Assembly and from any other source of income approved by the Assembly.

ART 9 ANNUAL BUDGET AND FINANCIAL STATEMENT

1. The Financial Year closes on 31 December of each year;
2. Within 90 days after closure of the financial year, the President will present to the Assembly the annual financial statement and the proposed budget for the coming year for approval, within the next 30 days, after certification of the budgets by an Auditor appointed by the President;
3. The books of account shall be kept at the IBAR head office. The Assembly approves the budgets and 10 days prior the Assembly the balance sheets will be sent via e-mail to all the Members.
4. Under special and motivated reasons, the Budgets may be approved by the Assembly within six months from the closure of the financial year.

ART 10 MANAGEMENT

1. The Board of the Association shall be composed of:
 - a) The President
 - b) Vice President
 - c) Councilors in numbers from 5,7 or 9
 - d) General Secretary
 - e) The Executive Board consists of: President, Vice President and Councilors
 - f) The Assembly
2. The President, Vice President and the Councilors are elected by the Assembly for a period of two years and may be re-elected;
3. The General Secretary is elected by the Assembly, upon the proposal of the Executive Committee; the appointment will be for a period of two years and may be re-elected. The Executive Committee will present to the assembly at least 2 candidates;
4. Should there be no candidates, the President is elected on a yearly basis from Members, on a rotating principle, according to the IATA alphabetical codes;
5. The elected Board Members must be resident in Italy.

ART. 11

THE PRESIDENT

1. The President is vested with executive powers and signing authority on behalf of the Association;
2. The President is responsible for the control of the administration as per Par. 3 here below;
3. Expenditures over euro 20.000,00 (twenty thousand euro) requires the approval of the Board and for amounts over euro 50.000,00 (fifty thousand euro) approval must be obtained from the Assembly.

ART. 12 VICE PRESIDENT AND COUNCILORS

1. In the absence of or unavailability of the President, his functions will be taken over by the Vice President and, in case of his absence or the unavailability of the latter, one of the Councilors nominated by the Vice President, will deal with ordinary administrative matters;
2. The Councilors in number of 5, 7 or 9 have the duty to assist the President and the Vice President in any action to be taken in response to specific requests and resolutions made by the Assembly, in the fields of competence from time to time assigned by the President.
3. The absence of a component in three consecutive meetings of the Board, determines the automatic revoke of the mandate.
4. In case half plus one of the Councilors resign, the Board will nominate the substitutes, who will remain in office until the next General Assembly.
5. In case the President or half plus one of the Councilors resign, that is half plus one of the Councilors, the Executive Board falls from office and a General Assembly must be convened at once to elect a President and all the members of the Executive Board.
6. In case the President cannot fulfill his duties on a permanent basis, the Vice President takes over his responsibilities.

ART. 13 GENERAL SECRETARY

1. The General Secretary has the responsibility of ordinary operations, administrative organization and financial management and treasury of the Ibar, implementing the decisions of the Executive Committee;
2. The President determines the duties of the Secretary General. The latter is responsible of :
 - i) issue and distribute minutes of the General Assemblies to all Members within 15 days prior the assembly. The minutes are in Italian and English and must be considered as confidential documents;
 - ii) issue minutes of Executive Board meetings;
 - iii) keep an updated register of all Members and representatives to distribute to Members;
 - iv) inform the Executive Board of any changes to the register;
 - v) verifies all the credentials of the representatives nominated by the members
 - vi) prepare the annual accounts of the Association and any additional expenditures to be divided amongst the Members as established by the Assembly.
 - vii) offer support to the User Committees participating in the National User Committee as per EC Directive 96\67 and d.lgs 18\99.

ART. 14

EXECUTIVE BOARD

1. The Executive Board consists of:-

- The President
- Vice President
- Councilors in number of 5, 7 or 9
- Secretary General

2. The Executive Board is chaired by the President or in his absence, by the Vice President ;

3. The Secretary of the Executive Board is the General Secretary or in the absence of the latter, another member is nominated by the Executive Board;

4. The Executive Board identifies the objectives and defines the politics in accordance with the guidelines ratified by the Assembly;

5. The Executive Board meets at the request of the President by giving at least 7 days notice via e-mail;

6. The Executive Board Members may also take part at the meetings via conference call.

7. A representative of IATA Italy will participate in the executive committee meetings as an observer.

8. The decisions adopted by the Executive Board, the quorum is constituent with the majority members present, are approved by a simple majority vote. In case of equal votes, the President will have the casting vote.

9. Dissenting Members , with proper justifications, may invoke the right to be heard by the Assembly seeking re-examination of the resolutions adopted by the Board;

10. Minutes will be issued for all Executive Board meetings signed by the President and General Secretary. The latter shall send a copy to all Executive Board members; the minutes are held at IBAR's head office.

11. The Executive Board proposes to the Assembly the fees due for the year to come.

ART. 15 ASSEMBLIES

A) ORDINARY ASSEMBLY

1) The Ordinary Assemblies shall be convened at a date to be agreed during each Assembly. In the absence of such decision, the Executive Board shall determine the date;

2) The Ordinary Assembly must take place at least twice a year. At least 15 Members may call for a meeting, submitting the items to be discussed;

3) The General Secretary, at the request of the Board ,shall provide Members, within 15 DAYS , written notice (e-mail), fixing date, the venue, time of meeting and agenda;

4) The summons must indicate that if a quorum is not reached during the first call, there will be a second call after an hour;

5) Not less than 10 days in advance of the Ordinary Assembly, Members may submit to the General Secretary items for inclusion on the Agenda;

6) The Ordinary Assembly is chaired by the President or, in his absence, by the Vice President or in his absence, by one of the Councilors designated by the Assembly;

7) The secretarial function at the Assembly will be fulfilled by the General Secretary;

8) The Ordinary Assembly shall:

- i) approve the financial statements for the previous year and proposed budget;
- ii) Membership termination (except what is foreseen in Art 6 let. d);
- iii) elect management according to Art 10 a) b) c) and d);
- iv) propose guidelines on objectives and policies of IBAR;
- v) approve expenditures over euro 50.000,00 (fifty thousand euro);

9) Members in the person of Legal Representatives attend the assemblies with one vote, who in turn may delegate, by submitting the power of attorney on headed paper to another member or nominating one of their Managers. Each member cannot have more than 5 proxies. Delegates cannot be elected Executive Board Members unless they have a power of attorney released by a Notary Public.

10) Members wishing to be accompanied by their experts, must obtain prior permission from the President, and although they have the right to intervene they cannot vote; same for GSA.

11) The Assembly is valid on first call when at least half of the Members are present and on second call when at least a quarter of the Members are present ;

12) The Assembly decides by simple majority of the Members present;

13) Voting in writing is permitted on the issues shown on the agenda circulated for the particular meeting in question via e-mail or fax to the Secretary General within 10 days prior the assembly.

14) The President chairing the meeting verifies the validity of the proxy and the right to attend the meeting;

15) Decisions regularly adopted bind all Members;

16) The Assembly minutes will be issued in Italian translated into English and signed by President and General Secretary ; the minutes will be distributed to all Members by the General Secretary within 15 days from the date of the meeting concerned.

B) EXTRA-ORDINARY ASSEMBLY

1) The Extra-Ordinary Assembly shall:

- i) approve amendments to the Statute;
- ii) call the meeting when a Board Member dissents decisions adopted by the Board, invoking the Assembly to take a standing;
- iii) terminate membership as per Art 6 letter d);
- iv) dissolve IBAR;

2. The Extra-Ordinary Assembly is convened by the Executive Board in the same way as the Ordinary Assembly;

3. The Extra-Ordinary Assembly decides with the majority votes of half the members present plus one and written vote is permitted on the issues on the agenda similar to the Ordinary Assembly.

ART.16 DISSOLUTION OF IBAR

IBAR may be dissolved any time by resolution of an Extra-Ordinary Assembly setting the effective date for dissolution and liquidation of assets and complying with Art 21 final par. of the Italian Civil Code related to outstanding assets.