

**I.B.A.R. – Italian Board Airline Representatives**  
**ITALIAN COMMITTEE OF AIRLINES**  
**STATUTE**

**ART. 1**

**NAME**

The Association called "IBAR - Italian Board Airline Representatives" is established among the Airlines operating in Italy.

**ART. 2**

**SEAT**

The headquarters of IBAR is in the place established from time to time by resolution of the Executive Committee

**ART. 3**

**PURPOSE**

IBAR is a trade organization of national and foreign air carriers operating in Italy and pursues the following purposes:

- a) IBAR supports and represents the interests of the member carriers, for the creation of an effectively competitive and efficient air transport market and for the development of air transport in Italy.
- b) IBAR is present and acts in parliamentary and government bodies, in European Community bodies, as well as in local administrations and in any other institutional forum to promote the development of air transport and improve the quality, efficiency and cost-effectiveness of airport management, assistance services and flight assistance services.
- c) IBAR also acts with the competent Administrations and Independent Authorities, as well as, in the cases within its competence, with the European Commission, also by submitting petitions and complaints, and actively participating in the administrative procedures and investigations initiated by the same, regarding, by way of example, but not limited to:
  - i. concessions and airport management, flight assistance, also with reference to the quality of services and the fees charges to the carriers;
  - ii. access to airport infrastructure;
  - iii. programme contracts, with airport operators, ENAC and ENAV;
  - iv. any violations of competition law;
  - v. liberalisation and provision of ground-handling services;
  - vi. compliance with national and EU regulations on air transport, airport concessions and management, flight assistance services, air transport safety, passenger and cargo safety, passenger rights and PRMs.

- d) IBAR operates in full compliance with national and EU competition regulations, does not deal with commercial and tariff matters of carriers, nor does it acquire or transmit news or information on these matters.
- e) In order to achieve its aims, IBAR interacts with other sector associations, including those of assistance service providers, airport managers, oil companies and caterers, also agreeing, where necessary or appropriate, on common initiatives.
- f) IBAR, for the matters referred to in the previous points, can also organize Working Groups, which make use of expert consultants;
- g) IBAR, through the President, acts as a spokesperson for the Airlines operating in Italy, and therefore communicates statements to the Press or other "media", consistent with the interests of the member carriers.
- h) IBAR, in the interest of the associated carriers, may act or resist in court in all the competent forums, in matters of common interest, indicated by the object of this Statute.
- i) IBAR carries out all necessary instrumental activities for the achievement of the objectives referred to in the preceding letters.

#### **ART. 4 DURATION**

The duration of the IBAR is unlimited.

#### **ART. 5 MEMBERS- ADMISSION**

1. All Airlines that provide services in Italy or that have a main or secondary office or representation in Italy can be IBAR Members.
2. Admission must be requested to the Secretary General, who verifies the presence of the requirements and communicates the admission to the Executive Committee.
3. The Member is required to pay the annual contribution by 31 March each year. Any additional contributions must be paid within 30 days of the Secretary General's request.

**ART. 6**  
**LOSS OF MEMBERSHIP**

The status of Member is lost, without the right to reimbursement of the contributions paid:

- a) for resignations submitted in writing to the Secretary General Treasurer of IBAR, with at least thirty days' notice;
- b) for prolonged arrears;
- c) due to the loss of the requirements prescribed by Article 5, paragraph 1 above;
- d) by exclusion in the event of conduct contrary to the purposes, functioning or image of the Association, or in any case not in keeping with the purposes pursued, resolved by the Assembly by secret vote with a majority of half plus one of the Members.

**ART 7**  
**MEMBER**  
**OBLIGATIONS**

The Members contribute to the establishment of the IBAR patrimonial fund and to the economic coverage necessary for its activity, according to the terms and procedures established by the Ordinary Assembly.

**ART. 8**  
**PATRIMONY**

IBAR's assets consist of membership contributions paid by the Members, to the extent and according to the procedures established by the Assembly and any other income approved by the Ordinary Assembly.

**ART 9**  
**FINANCE**

1. The financial year shall end on 31 December of each year.
2. Within ninety days of the end of each financial year, the Treasurer shall prepare the final balance sheet and the budget for the following financial year, to be submitted to the approval of the Ordinary Assembly, subject to verification by a chartered accountant appointed by the President.
3. The final balance sheet and the budget, at least seven days before the date of the Ordinary Assembly that must approve them, shall be sent by e-mail to all Members.
4. For special and justified reasons, the budget and the final balance may be approved by the Ordinary Shareholders' Meeting within nine months of the end of the financial year.

**ART 10**  
**CORPORATE BODIES**

1. The bodies of the Association are:
  - a) The President
  - b) the Vice-President
  - c) The Councillors, up to a maximum number of 9
  - d) the Executive Committee, which is made up of the President, the Vice-President and the Councillors
  - e) The Assembly
  - f) the Secretary General
2. The President, the Vice-President and the Councillors are elected by the Ordinary Assembly for a period of two years and may be re-elected.
3. The Secretary General is elected by the Ordinary Assembly on the proposal of the Executive Committee, remains in office for two years and may be re-elected.
4. In the event that there are no candidates, the President is elected each year on a rotating basis according to the IATA alphabetical code.

**ART. 11**  
**PRESIDENT**

1. The President has the legal representation of the Association, including in court, and the corporate signature.
2. The President is responsible for the administration of the Association, within the limits set out in paragraph 5 below.
3. The President must be resident in Italy and have powers of legal representation of the Company for which he or she serves.
4. The President may be elected for a maximum of three consecutive terms.
5. For the performance of acts that may entail obligations for the Association for an amount exceeding 20,000.00 (twenty thousand) euros, the approval of the Executive Committee is required and for an amount exceeding 50,000.00 (fifty thousand) euros, the approval of the Assembly is required.

**ART. 12**  
**VICE-PRESIDENT AND COUNCILLORS**

1. In the event of the absence or impediment of the President, his functions shall be carried out by the Vice-President and, in the event of the absence or impediment of the latter, by one of the Councillors, by delegation of the Vice-President, limited to acts of ordinary administration.
2. The Councillors have the task of assisting the President and the Vice-President in the execution of the decisions and resolutions adopted by the Assembly, in the areas of competence assigned from time to time by the President.
3. The unjustified absence of a member from three consecutive meetings of the Executive Committee shall result in his or her automatic exclusion from office.
4. In the event that up to half plus one of the Directors cease to exist, the Executive Committee shall appoint the substitutes who shall remain in office until the next Members' Meeting.
5. In the event that half plus one of the Directors and the President, or more than half plus one of the Directors, are missing, the Executive Committee shall cease to exist and the Ordinary Assembly shall be convened without delay, for the appointment of the President and all the members of the Executive Committee.
6. If the President is unable to perform his functions permanently, the Vice-President shall take his place.

**ART. 13**  
**SECRETARY-GENERAL**

1. The Secretary General shall be responsible for the day-to-day management, administrative organisation and financial management and treasury of IBAR, implementing the decisions of the Executive Committee.
2. The Secretary General, on the directive of the President, shall also be responsible for:
  - i) drawing up the minutes of the Assemblies and to send copies to all IBAR Members, within fifteen days of the Assembly. The minutes, drawn up in English, must be considered confidential documents;
  - ii) drawing up the minutes of the meetings of the Executive Committee;
  - iii) keeping the list of IBAR Members and their representatives updated;
  - iv) informing the Executive Committee of any change to this list;
  - v) verifying all the credentials of the representatives appointed by the Members;
  - vi) carrying out the annual distribution of the Association's expenses among all the Members, according to the terms and procedures proposed by the Executive Committee and approved by the Ordinary Assembly;
  - vii) carrying out the support and coordination of the User Committees of all liberalised national airports, pursuant to Directive 96/67/EC and Legislative Decree no. 18/1999.

**ART. 14**  
**EXECUTIVE COMMITTEE**

1. The Executive Committee is composed of:
  - a) The President
  - b) The Vice-President
  - c) The Councillors, in a maximum number of 9
  - d) the Secretary General
  
2. The Executive Committee is chaired by the President or, in the event of his unavailability, by the Vice-President.
  
3. The function of Secretary of the Executive Committee shall be performed by the Secretary General or, in the event of his or her unavailability, by another member designated by the Committee itself.
  
4. The Executive Committee has the task of identifying the objectives and policies in accordance with the guidelines ratified by the Assembly.
  
5. The Executive Committee meets upon convocation, even electronically, of the President.
  
6. The members of the Executive Committee may also participate in meetings by videoconference.
  
7. A representative of IATA Italy is invited to participate as an observer in the meetings of the Executive Committee.
  
8. The resolutions of the Executive Committee, whose quorum is constituted by the majority of the members, are taken by a simple majority of those present. In the event of a tie, the President shall have two votes.
  
9. Any dissenting Member may request, with a detailed request, the re-examination of the resolutions of the Executive Committee by the Assembly.
  
10. Minutes of the meetings of the Executive Committee shall be drawn up, signed by the President and the Secretary, who shall have the task of sending copies to all the members of the Committee itself; the minutes are made available to Members who request it for consultation.
  
11. The Executive Committee proposes to the Ordinary Assembly the amount of the membership fees to be paid and of the relevant voting rights.

## **ART. 15 ASSEMBLY**

### **A) ORDINARY ASSEMBLY**

1. The date of the Ordinary Assembly is set by the Executive Committee and communicated to the Members at least 30 days in advance.
2. The Ordinary Assembly must be convened at least twice a year, and in any case, when at least 15 Members request it in writing, indicating the matters to be discussed.
3. The Secretary General, at the request of the Executive Committee, shall send by e-mail to the Members, at least 15 days before the date set for the Assembly, the indication of the day, time and place of the meeting, and the list of items to be discussed.
4. The notice must indicate a second convocation to be held at least one hour after the first, if this cannot validly deliberate due to lack of a quorum.
5. Members who wish to include specific items in the agenda must notify the Secretary General at least ten days before the date of the Assembly.
6. The Assembly is chaired by the President of IBAR or, in the event of his unavailability, by the Vice-President or, in the event of his unavailability, by one of the Councillors, designated by the Assembly.
7. The Secretary General shall act as Secretary of the Assembly.
8. The Ordinary Assembly resolves on the following matters:
  - a) approval of the final budget and the budget forecast;
  - b) exclusion of Members (except as provided for in Article 6 letter d));
  - c) election of the bodies referred to in art. 10 a) b) c) and d);
  - d) IBAR objectives and policy;
  - e) administration of IBAR for deeds exceeding fifty thousand euros.
  - f) Amount of membership fees and related voting rights on the proposal of the Executive Committee
  - g) Any other matter of ordinary administration of the Association
9. All Members may participate in the Assembly with voting rights in the person of their respective legal representatives, who may also be replaced, by proxy, by another Member or by a manager/officer of the company. Each Member may not have more than 5 proxies. The permanent delegates of the legal representatives may be elected to the Executive Committee.
10. Experts who assist the Members and Partners of the Association may participate in the Assembly, with the right to attend but without the right to vote, and, subject to the consent of the President of the Assembly.
11. The Assembly is validly constituted on first call with the presence of at least half of all the Members, on second call with the presence of at least one third of the Members.
12. The Assembly resolves by a simple majority of the Members present or connected by videoconference.

13. It is the responsibility of the Secretary General to ascertain the regularity of the proxies and the right to attend the Assembly.
14. The resolutions duly adopted are binding on all Members
15. Minutes of the Assembly shall be drawn up in English, signed by the Chairman and the Secretary; the minutes will be distributed to the Members by the Secretary General within 15 days following the Assembly itself.

#### **B) EXTRAORDINARY ASSEMBLY**

1. The Extraordinary Assembly shall meet to deliberate:
  - a) on amendments to this statute;
  - b) on matters on which a Member of the Executive Committee has expressed disagreement within the Committee itself and requested the re-examination of the Assembly;
  - c) on the exclusion of the Member, pursuant to art. 6, letter d);
  - d) on the dissolution of the IBAR.
  
2. The Extraordinary Assembly is convened by the Executive Committee in the same manner as for the Ordinary Assembly.
  
3. The Extraordinary Assembly resolves with a majority of half plus one of the Members, also connected by videoconference.

### **ART.16 DISSOLUTION OF IBAR**

IBAR may be dissolved at any time by resolution of the Extraordinary Shareholders' Meeting, which indicates the methods of liquidation, providing for the devolution of the assets pursuant to art. 21 last paragraph of the Civil Code.

*Approved by the Extraordinary Shareholders' Meeting of 11.12.2024*