

KOPIE
OPRICHTING

ENGELSE VERTALING VAN DE DOORLOPENDE TEKST VAN DE STATUTEN -----

CHARTER -----

Name and registered office -----

Article 1 -----

1. The name of the Association shall be: -----
International Association for Advancement of Space Safety. -----
2. The Association shall have its registered office in the municipality of Katwijk -----
(Zuid-Holland). -----

Object -----

Article 2 -----

1. The object of the Association shall be: -----
 - to advance the science and application of Space System Safety, notably in --
relation to the safety of persons and property in connection with (the use -----
of) transport and exploration vehicles, in relation to sending persons and -----
property into stationary orbit around celestial bodies and in relation to -----
manned space stations; -----
 - to improve communication, dissemination of knowledge and co-operation -----
between interested groups and individuals in this field and related fields; -----
 - to improve understanding and awareness of the Space System Safety -----
discipline; -----
 - to promote and improve the development of Space System Safety -----
professionals and standards; -----
 - to advocate the establishment of safety laws, rules, and regulatory bodies -----
at national and international level. -----
2. The Association shall endeavour to achieve this object *inter alia* by meetings, -----
electronic communication, publications, lectures, workshops and conferences. -----

Duration -----

Article 3 -----

1. The Association has been entered into for an indefinite period of time. -----
2. The financial year of the Association shall coincide with the calendar year, on -----
the understanding that the first financial year shall commence on the date of -----
the formation of the Association and shall end on the thirty-first of December of ---
the year following the year of formation. -----

Membership -----

Article 4 -----

1. The Association shall have members. -----

2. Members shall only be regarded as members if they have registered as -----
members in writing with the Committee and if they have been admitted as -----
members by the Committee, which shall appear from a statement issued by the --
Committee. -----
In the event of non-admittance by the Committee the General Meeting may yet ---
decide to admit the member concerned. -----
3. The membership shall be personal and shall not be subject to transfer or be -----
acquired by succession. -----

Article 5 -----

1. The membership shall end: -----
a. as a result of the member's death; -----
b. when the membership is terminated by the member; -----
c. when the membership is terminated by the Association; -----
d. as a result of disqualification. -----
2. The member may only terminate the membership at the end of a financial year. --
The member shall terminate the membership by letter addressed to the -----
Committee subject to a notice period of at least four weeks. -----
If termination is not effected in time, the membership shall be continued until -----
the end of the following financial year. -----
The membership shall end at once: -----
a. if the member cannot reasonably be expected to allow continuation of the -----
membership; -----
b. within one month after a member has been notified of a decision restricting --
the members' rights or increasing their obligations (unless it concerns a -----
change of the financial rights and obligations); -----
c. within one month after a member has been notified of a decision to convert --
the Association into a different legal form or a decision to enter into a -----
merger. -----
3. The Committee may terminate the membership on behalf of the Association at ---
the end of the current financial year: -----
- if a member has not fulfilled all his financial obligations to the Association -----
for the current financial year on the first of November after he has -----
repeatedly been requested to do so; -----
- if the member has ceased to meet the requirements for membership set -----
out in the Charter at that moment. -----
The notice period shall at least be four weeks. -----
If termination has not been effected in time, the membership shall be continued --
until the end of the following financial year. -----
However, the membership may end immediately after the notice of termination ---

has been given, if the Association cannot reasonably be expected to allow continuation of the membership.

Termination shall be effected in writing, together with a statement of the reasons.

4. Disqualification from membership shall only be pronounced if a member acts contrary to the Charter, regulations or decisions of the Association or if the member unreasonably disadvantages the Association. The disqualification shall be effected by the Committee, which shall forthwith notify the member of its decision, stating the reasons. The member concerned shall be entitled to lodge an appeal with the General Meeting within one month from receipt of the notification.

During the period of appeal and pending the outcome of the appeal, the member shall be suspended. A suspended member shall not be entitled to vote.

5. If the membership ends in the course of a financial year, the annual contribution shall nevertheless be payable in full by the member, unless the Committee has decided otherwise.

Donors

Article 6

1. Donors shall only be regarded as donors if they have been admitted as such by the Committee. The Committee shall be authorised to terminate the donorship by written notification.
2. Donors shall be obliged to pay the Association an annual financial contribution, of which the minimum shall be determined by the General Meeting.
3. Donors shall only be entitled to attend the General Meeting. They shall not be entitled to vote, but they shall be entitled to speak.
4. If a donor is a legal entity, this donor shall be represented by no more than two persons at the General Meeting.

Contributions

Article 7

An annual contribution shall be payable by every member. The amount of the contribution shall be determined by the General Meeting.

Committee

Article 8

1. The Committee shall comprise no fewer than three and no more than thirty natural persons, who shall choose a chairman, a secretary and a treasurer from their number.
2. The General Meeting shall elect the members of the Committee on the binding recommendation by the Committee. This recommendation may be deprived of

its binding nature by a decision of the meeting taken by a majority of at least -----
two-thirds of the votes cast. -----

Non-members of the Association may also be appointed as members of the -----
Committee. By means of the aforesaid binding recommendation the Committee --
shall endeavour to ensure that the nationality of the members of the Committee --
reflects the nationality of the members of the Association. -----

The Committee shall determine the number of members of the Committee. -----

3. The General Meeting shall at all times be authorised to suspend and dismiss -----
members of the Committee, stating the reasons. The General Meeting shall -----
take a decision with regard to suspension or dismissal by a two-thirds majority ----
of the votes cast. -----

4. The suspension of a member of the Committee shall end if the General -----
Meeting has not decided to dismiss the member concerned within three months --
after this. The suspended member of the Committee shall be given the -----
opportunity to account for his actions at the General Meeting and shall be -----
entitled to legal assistance during the meeting. -----

5. Members of the Committee shall be appointed for a period of no more than four --
year(s). In this context a year shall be understood to mean the period between ---
two consecutive annual General Meetings. The members of the Committee -----
shall retire by rotation pursuant to a schedule to be drawn up by the Committee. --
An officer retiring by rotation shall immediately be eligible for reappointment for ---
four times. -----

6. If the number of members of the Committee has dropped below the minimum -----
referred to in paragraph 1, the Committee shall nevertheless remain authorised ---
to act. The Committee shall be obliged to convene a General Meeting forthwith, --
during which the vacancy or vacancies to be filled shall be discussed. -----

7. The provisions of Articles 11 to 14 shall apply to the meetings and the decisions --
taken by the Committee whenever possible. -----

Article 9 -----

1. The Committee shall be responsible for the management of the Association. -----

2. Subject to prior approval of the General Meeting the Committee shall be -----
authorised to take decisions with regard to entering into agreements in order to ---
acquire, dispose of or encumber property subject to public registration and with ---
regard to entering into agreements by means of which the Association binds -----
itself as a surety or as joint and several debtor, warrants performance by a third --
party or provides security for a debt of a third party. -----

Article 10 -----

1. The Association shall be represented by the Committee. -----

2. Moreover the chairman together with the secretary or the treasurer or the -----

secretary together with the treasurer shall be authorised to represent the Association.

3. The chairman together with the secretary and the treasurer may appoint a general manager to conduct the administration of the Association and to implement and organise activities of the Association. The Committee shall determine the salary level for this general manager.

The General Meeting

Article 11

The General Meeting shall be held at the municipality where the Association has its registered office or at a location to be determined by the Committee.

Article 12

1. The members who are not suspended, the donors as well as those persons who have been invited to attend the General Meeting by the Committee and/or the General Meeting shall have access to the General Meeting. A suspended member shall have access to the meeting at which the decision to suspend the member concerned is dealt with, and shall be authorised to speak about this during this meeting. If a member is a legal entity, this memebre shall be represented by no more than two persons at the General Meeting.
2. Except for suspended members every member of the Association shall be entitled to one vote at the General Meeting. Every person entitled to vote may authorise another member of the Association holding voting rights or a member of the Committee in writing to vote on his behalf. A member of the Association holding voting rights may act as authorised representative for no more than five persons. A member of the Committee may act as authorised representative for an unlimited number of persons.
3. A unanimous decision of all those who are entitled to vote, even if they are not meeting, shall have the same force as a decision of the General Meeting, provided that the Committee was informed of this in advance. This decision may be taken in writing.
4. The chairman shall determine in what manner the votes at the General Meeting shall be taken.
5. All decisions for which no larger majority is prescribed by law or pursuant to this Charter, shall be taken by an absolute majority of the votes cast. In the event of an equality of votes the proposal concerned shall be rejected. If the votes are equally divided during the election of persons, lots shall be drawn. If no absolute majority is obtained by anyone during the election between more than two persons, a second vote shall be held between the two persons who obtained most votes, if necessary after an intermediate vote.

Article 13

1. The General Meetings shall be chaired by the chairman or, if the chairman is absent, by the oldest member of the Committee present. if there are no members of the Committee present, the meeting itself shall appoint a chairman.
2. The judgement concerning the result of a vote pronounced by the chairman at the General Meeting, shall be final. This shall also apply to the contents of a decision taken, insofar as it concerns a vote on a proposal which has not been laid down in writing. However, if the correctness of the chairman's judgement is challenged immediately after the judgement has been pronounced, a new vote shall be taken if this is requested by the majority of the meeting or - if the original vote was not taken by roll call or by ballot - by a person who is entitled to vote and who is present. As a result of this new vote the legal consequences of the original vote shall be cancelled.
3. Minutes shall be taken of the proceedings at the General Meeting by the secretary or by a person appointed by the chairman. These minutes shall be confirmed at the same or the next General Meeting and shall be signed by the chairman and the secretary of this meeting as proof thereof.

Article 14

1. The financial year of the Association shall coincide with the calendar year. At least one General Meeting shall be held each year, within six months after the end of the book year, unless this period has been extended by the General Meeting. At this General Meeting the Committee shall submit its annual report of the state of affairs within the Association and of the policy pursued. The Committee shall submit the balance and the statement of assets and liabilities together with an explanation to the General Meeting for approval. These documents shall be signed by the members of the Committee; if the signature of one or more members of the Committee is missing, this shall be indicated together with a statement of the reasons. After the term has expired, every member may demand fulfilment of these obligations at law from the joint members of the Committee.
2. If no audit report as referred to under Article 2:393, paragraph 1, of the Dutch Civil Code, relating to the reliability of the documents mentioned in the previous paragraph, is submitted to the General Meeting, the General Meeting shall annually appoint a commission comprising at least two persons who are not members of the Committee.

3. The Committee shall be obliged to provide the commission with all information --- which it may require and, if requested, show the commission the cash and the ---- securities and allow inspection of the accounts and documents of the ----- Association, for the purpose of its examination. -----
4. The commission shall examine the documents referred to in paragraph 1 and ---- paragraph 3. -----
5. If, according to the commission, special accounting knowledge is required for ---- this examination, it may call in the assistance of an expert for the Association's --- account. The commission shall report its findings to the General Meeting. -----

Article 15 -----

1. General meetings shall be convened by the Committee as often as the ----- Committee deems this desirable or shall be obliged to under the law. -----
2. At the written request of at least one-tenth of the members entitled to vote the ---- Committee shall be obliged to convene a General Meeting, to be held within ----- four weeks after the request has been filed. -----
If the request is not acceded to within two weeks, the requestors shall be ----- entitled to convene the General Meeting themselves in the manner referred to ---- in paragraph 3 or by means of an advertisement in at least one much-read daily -- newspaper. In that event the requestors may appoint non-members of the ----- Committee to chair the meeting and take the minutes. -----
3. The General Meeting shall be convened by written notice addressed to the ----- members entitled to vote at least seven days prior to the meeting. -----
The notice convening the meeting shall include the business to be transacted at -- the General Meeting. -----

Amendment to the Charter -----

Article 16 -----

1. The Charter shall only be amended on the basis of a decision of the General ---- Meeting which has been convened by means of a notice stating that an ----- amendment to the Charter will be proposed at that meeting. -----
2. The persons who have convened the General Meeting at which a proposal to ---- amend the Charter will be dealt with, shall, at least five days prior to the ----- meeting, deposit a copy of this proposal, including the literal text of the ----- amendment proposed, for inspection by the members at a suitable location until -- the end of the day on which the meeting was held. -----
3. The General Meeting may only decide to amend the Charter by at least a two- ---- thirds majority of the votes cast. -----
4. The amendment to the Charter shall not become effective until a notarial deed --- thereof has been drawn up. -----
Each of the members of the Committee shall be authorised to have the -----

amendment to the Charter executed. -----

5. The provisions of paragraphs 1 and 2 shall not apply, if all persons entitled to vote are present or represented at the General Meeting and the decision to amend the Charter is taken unanimously. -----
6. The members of the Committee shall be obliged to deposit an officially certified copy of the deed of the amendment to the Charter and the complete text of the Charter as it reads after the amendment at the office of the Trade Register of the Chamber of Commerce and Industry. -----

Dissolution and liquidation -----

Article 17 -----

1. The provisions of Article 16, paragraphs 1, 2, 3 and 5, shall apply by analogy to a decision of the General Meeting to dissolve the Association. -----
2. The General Meeting shall allocate the credit balance on the basis of its decision referred to in the previous paragraph, whenever possible in accordance with the object of the Association. -----
3. Liquidation shall be effected by the Committee. -----
4. Insofar as this is necessary the Association shall continue to exist after its dissolution until its property has been liquidated. During the liquidation the provisions of the Charter shall remain in force whenever possible. In documents and notifications issued by the Association the words "in the process of being wound up" shall be added to its name. -----
5. The liquidation shall end at the moment when there remain no assets known to the liquidator. -----
6. The accounts and documents of the dissolved Association shall be retained for a period of ten years after its liquidation. The depositary shall be appointed by the liquidators. -----

Regulations -----

Article 18 -----

1. The General Meeting may draw up and amend one or more regulations covering issues which have not (fully) been provided for by this Charter. -----
2. The regulations shall not contain provisions which are contrary to the law or this Charter. -----
3. The provisions of Article 16, paragraphs 1, 2 and 5, shall apply by analogy to decisions to adopt and amend the regulations. -----

Final stipulation -----

Article 19 -----

All powers relating to the Association which have not been vested in other bodies by law or pursuant to this Charter, shall rest with the General Meeting. -----