

ASSOCIATION MEMBERSHIP RULES

1 DEFINITIONS AND INTERPRETATION

In these Association Membership Rules the following words and expressions have the following meanings unless the context otherwise requires:

Articles of Association means the Articles of Association as adopted by the Association from time to time;

Association means BACA - The Air Charter Association Ltd (company number 10752292);

Association Member means an associate member of the Association governed by and subject to the Association Membership Rules and **Association Membership** shall be construed accordingly;

Council means the board of Council Members of the Association from time to time;

Council Member means a Member of the Association from time to time; and

Member means a registered member of the Association from time to time, as recorded in the register of members of the Association.

2 MEMBERSHIP

2.1 Association Membership is open to companies, partnerships and individuals who are actively involved in the global air charter market.

2.2 The number of Association Members shall be unlimited.

2.3 The Association is a non-profit making undertaking, established for the purposes expressed in the Articles of Association.

2.4 Applications for Association Membership must be submitted on official application forms (contained on the Association's website), which shall contain an agreement to conform, if elected, to the objects of the Association as contained in the Articles of Association.

2.5 Association Members are elected by the Council, by ballot. Candidates for membership must be proposed and seconded by existing Association Members, who shall have satisfied themselves that candidates are in every way suitable, candidates who have not actively traded for more than two years must be proposed and seconded by existing Association Members, together with two additional independent trade references. The names and addresses of such candidates, together with the names of their proposers, seconders and, where applicable, their trade referees, shall be announced at the next scheduled meeting of the Council.

A majority vote of Council Members in attendance at that meeting shall decide if the candidate shall be elected, and the candidate shall then be advised of the outcome of the vote.

- 2.6 Where relevant, applicants (other than Retired Association Members (as defined at paragraph 2.11 below)) must provide evidence that they have actively traded (defined as the date on which the applicant began its first year of filed, non-dormant, accounts) in the global air charter market for not less than one year. The Council reserves the right not to divulge any information concerning candidature for Association Membership, or the result of any ballot.
- 2.7 A register of the Association Members for the time being shall be kept and shall contain each Association Member's name, their address or registered office address, their occupation or a description of the nature of the Association Member's business, the name and date of birth for the primary contact of the Association Member and the date they were admitted to Association Membership. Association data is stored in accordance with applicable legislation.
- 2.8 Where there is a change in name, ownership or structure of an Association Member, that Association Member shall inform the Council as soon as possible and shall automatically succeed to the membership of the original Association Member, unless the Council shall decide that the Association Member is no longer appropriate for Association Membership.
- 2.9 An Association Member wishing to discontinue membership shall give written notice at least two months before the expiration of the current subscription year and on the expiration of such year shall cease to be an Association Member.
- 2.10 Reduced rate Association Membership is available for Retired Association Members. A Retired Association Member (being a private individual) is a person who was previously a designated Association representative or contact on behalf of an Association Member company, or a previous individual Association Member, and who permanently retires from being actively engaged in their business or profession, and who no longer has a business connection with members engaged in a relevant business.
- 2.11 A person wishing to become a Retired Association Member shall sign a declaration on their Association Membership application form stating that they are fully retired and will not be using their Association Membership to further any business venture.
- 2.12 A Retired Association Member shall promptly notify the Association in writing if they cease to be retired, or if they use or wish to use their Association Membership to further any business venture, or if they acquire a business connection with members engaged in a relevant business.

- 2.13 All applicants for the status of Retired Association Member shall be elected by the Council by majority vote. If elected, they shall become a Retired Association Member, and as such may continue to enjoy certain benefits of Association Membership as determined by the Council from time to time. For the avoidance of doubt, Retired Association Members will not have the rights and privileges of the members of the Baltic Exchange (except where such Retired Association Member is also a member of the Baltic Exchange in their own right) nor will Retired Association Members be entitled to any voting rights at any annual general meeting or other meeting of the Association.
- 2.14 The Council may, at its discretion, elect by majority vote honorary Association Members which may typically be, but are not limited to, previous Council Members (**Honorary Association Members**). Honorary Association Members shall be entitled to enjoy certain benefits of Association Membership as determined by the Council from time to time. For the avoidance of doubt, Honorary Association Members will not have the rights and privileges of the members of the Baltic Exchange (except where such Honorary Association Member is also a member of the Baltic Exchange in their own right) nor will Honorary Association Members be entitled to any voting rights at any annual general meeting or other meeting of the Association.
- 2.15 These Association Membership Rules shall apply to Retired Association Members and Honorary Association Members in the same way as they apply to Association Members except where otherwise provided.

3 **MEETINGS OF ASSOCIATION MEMBERS**

The Association Members shall be entitled to receive notice to attend, but not vote at, each annual general meeting of the Association or any other such meeting as the Council may determine the Association Members should be invited to attend.

4 **SUBSCRIPTIONS AND OTHER PROVISIONS**

- 4.1 Every Association Member, other than an Honorary Association Member, shall pay an annual subscription of an amount to be decided by the Council. Subscriptions are payable annually in advance.
- 4.2 The Association Membership year shall run from 1 April to 31 March. Any Association Member who fails to pay their relevant annual subscription in full by the first day of any Association Membership year shall be written to by the Council seeking payment within 14 days. If the relevant subscription, or part of it, remains unpaid at the expiry of 14 days from the date of the Council's written request, such Association Member shall cease to be an Association Member. If the Council shall receive a satisfactory explanation and the default shall be remedied, the

Association Member may, in the discretion of the Council, be re-admitted to the Association Membership without the necessity for re-election.

- 4.3 Any Association Member who suspends payment of their debts, or compounds with their creditors, or becomes bankrupt or has a receiving order made against them or their business, or in the case of a company, goes into liquidation whether compulsory or voluntary, except for the bona fide purpose of reconstruction, shall cease to be an Association Member. Provided that such Association Member shall be eligible for re-election on proof being given to the Council that a composition of not less than fifty pence in the pound has been paid to the creditors, and the Council may, in cases where it considers the circumstances justify it so doing, relax this condition and accept a composition of less than fifty pence in the pound.
- 4.4 No Association Member who ceases to be an Association Member pursuant to paragraph 4.3 above shall be entitled to receive back any part of their subscription for the current subscription year.
- 4.5 No Association Member shall contract and debit on its behalf, or render the Association liable for payment of any sum, unless the same shall first have been authorised by the Council in writing.
- 4.6 Association Members shall comply with and uphold the aims of the Association as detailed in the Articles of Association. An Association Member may be expelled from Association Membership by majority vote of the Council. Such Association Member may be expelled for (but not limited to) failing to adhere to the Association Membership Rules or the Articles of Association. An expelled Association Member may be reinstated by a majority vote of the Council, at the Council's sole discretion. No amount of the annual subscription paid by the Association Member shall be refunded on expulsion.