



ARTICLES OF ASSOCIATION

adopted by the extraordinary general assembly of 5 July 2022

• Article 1 - Form - Denomination

An Association is created among members of Pilot civil aviation denominated "ASSOCIATION DE PREVOYANCE DU PERSONNEL NAVIGANT", abbreviated to A.P.P.N hereinafter referred to as "Association". The Association is governed by the Act of July 1st, 1901 as are the amendments and these articles of Association.

• Article 2 - Head Office

The Association's Head Office address is 82 avenue François Mitterrand 91200 ATHIS-MONS. This may be changed by a simple decision of the Board of Directors.

• Article 3 - Membership - Status of members

The Association is dedicated to pilots of civil aviation Flight Crew. The Board of Directors may accept or refuse any membership request without being required to give any reason in case of denial.

Members shall be active pilots, retired, job seekers or pilot trainees and benefit from at least one guarantee proposed by the Association.

The Association's members who are part of an organisation representing the Pilots Flight Crew whether or not agreed by the Association's Board of Directors may benefit from a discount association's fee.

When an APPN member is no longer part of an organisation representing the Pilots Flight Crew, whether agreed or not, he/she may still be a member of the Association, but pursuant to the general conditions.

• Article 4 - Resignation - Exclusion

A pilot shall no longer be a member of the Association if he/she:

- resigns or is excluded from the Association,
- does not meet anymore the conditions required as defined in Article 3 above.

The Board of Directors may also exclude any member who fails to pay the membership premiums, fails to observe these current articles of Association or agreements or contracts resulting therefrom or who, in any way, knowingly damages the interests of the Association, acts contrary to the purposes the Association set or guilty of a criminal offence. Exclusion may be decided by the absolute majority of the Directors present or represented.

• Article 5 - Distribution of members within the Association

The Association members are divided according to their professional situation in various constituencies. These are:

- Flight Crew registered with CRPNPAC, included job seekers and trainees
- Flight Crew not registered with CRPNPAC, included job seekers and Trainees
- Retired Flight Crew who benefit from the extension provided with the contact,

• Article 6 - Purpose

The purpose of the Association in France and abroad is:

- to pool the knowledge and specific abilities of the members in order to provide and improve their situations and their guarantees in terms of social matters and Insurance.
- to study in social matters or insurance common issues to Pilots Flight Crew members and get appropriate solutions,
- to be part in the conception, the negotiation and implementing the adopted solutions and eventually establish agreements or contracts with the competent organisations,
- to allow the subscription of any Group Insurance contract for the benefit of the Association members or the various professional groups with public or private entities (administrations, institutions, etc.) and more generally any contract to be likely to achieve its purpose,
- to settle a common information service for the benefit of the members,
- to participate in all the entities or create any Association, group or subsidiary which would be involved in the achievement of the purpose,
- to provide support, in any possible way, including the granting of guarantees, to any group or subsidiary,
- to create or participate in the funding of any endowment fund pursuing community services in accordance to its social purpose or any establishment of public interest pursuing similar aims,
- to process any investment, to lead any public or collective action or any activity in order to achieve the aims, to expand estate and incomes.

The Association shall have no political, religious purposes nor profit making.

• Article 7 - Duration

The Association shall have an unlimited duration.

• Article 8 - Resources

The Association's resources shall come from:

- membership fees to be fixed by the Board of Directors,
- any legal subsidies received,
- financial income from the investment of available funds, cash and from the subsidiaries,
- on the whole, any resources authorized by law, rules or contracts.

• Article 9 - Administration - Board of Directors

1° Composition - Election

The Association shall be administered by a Board of fifteen Directors individual members (the "Directors") elected by the General Assembly of the Association.

The seats are appointed as follows between the constituencies mentioned on the Article 5:

- 2 seats for the constituency Pilot Flight Crew not registered with CRPNPAC including "job seekers" and Trainees,
- 2 seats for the retired Pilots Flight Crew constituency,

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- 11 seats for the constituency Pilots Flight Crew registered with CRPNPAC including "job seekers" and Trainees.

The other conditions for application and appointments are detailed on the Internal Rules.

In any case, more than half of the Directors shall not have or have had, in the past two years prior their appointment, any interest or mandate with the Insurance company providing the Insurance Group contract nor receiving or having received, during the same period, any compensation from those same organisations or companies.

The members of the Board of Directors or the Bureau shall not receive any remuneration. However, the expenses incurred in the interest of the Association shall be refund. Moreover, the Board of Directors may decide, within the limits defined by the General Assembly, to grant allowances and advantages in quality of member of the Board to the Directors.

Every year, the President of the Board, informs the General Assembly about the allowances and advantages granted to the Directors accordingly to the previous paragraph. The President shall also inform the General Assembly about all the compensations paid by the Insurer to one or several Directors and related to the premium amounts or outstanding amounts of the contracts subscribed by the Association.

2° Duration of term of office

Terms of office may be renewed.

The duration shall be five years.

That duration may be increased for a maximum of one year by decision of the Board of Directors.

3° Resignation - Vacancy

A Director shall be deemed to have resigned when he is no longer member of the Association, in accordance with Article 4, which list not being exhaustive.

A Director shall be also deemed to have resigned when he is no longer member of the organisation for which he was candidate for the election of the Board of Directors of APPN.

Any Director who did not take part in the work of the Board of Directors shall be deemed to have resigned.

In the event of a vacant seat on the Board of Directors, the Board may fill it by co-opting a member of the same constituency. This member of the Board only remains in office for the remainder of the term of office of his/her predecessor.

4° Elections

All members of the Association are eligible.

Voting shall be held according to the procedures of the Ordinary General Assemblies.

The date of elections shall be decided by the Board of Directors, which informs the agreed organisations representing Pilots Flight Crew accordingly, 60 days before the deadline for lodging candidacies.

The organisations representing Pilots Flight Crew governed by French law are declared to be "agreed" in accordance with the procedure determined by the Board of Directors.

These organisations, either individually or in groups, submit lists of candidates corresponding to the number of seats that each constituency occupies.

Voting papers are sent to all the Association's members at least 30 days before the closing date for voting, either by post or by e-mail.

The "agreed" organisation which is the most representative at the level of the approval procedure laid down in the Rules of Procedure shall have a minimum of 8 seats on the Board of Directors: the remaining 3 seats shall be distributed in accordance with the largest remainder method, where appropriate to the other "agreed" organisations satisfying the approval criteria. Those candidates obtaining the greatest number of votes are declared elected, within the limit of the number of seats available for each constituency and subject to their obtaining more than half the votes cast (including blank papers).

Should the number of members of the Board of Directors elected in this way be fewer than the number of seats to be filled, the numbers are made up by holding a second round of voting in accordance with the following conditions:

- within fifteen days of counting the votes in the first round, the outgoing Board of Directors informs the Association's members by any means that applications are being sought for the remaining seats to be filled,
- any member of the Association, whether or not supported by an "agreed" organization representing Pilots Flight Crew may stand,
- candidacies must reach the registered office of the Association within 30 days of the publication of the legal announcement,
- the method of voting by correspondence is the same as for the first round, the candidates obtaining the greatest number of votes are declared elected, within the limit of the number of seats remaining to be filled.

5° Meetings and procedures

The Board of Directors meets whenever necessary, but at least twice a year, the meetings are convened by the President. The Board shall hold a meeting when asked by at least half of the Directors in office.

A notice convening the meeting is sent out at least eight days in advance, together with an indication of the items on the agenda.

The Board of Directors can deliberate only if at least half of the Directors are present or represented. Decisions are taken by the majority of the Directors present or represented. In the event of a tie, the vote of the President shall be decisive.

Minutes are drawn up after each meeting, and these must be included in the Board's deliberations register, minutes must be signed by the President and/or the Secretary General. Minutes are then submitted to the Board of Directors for approval at the next meeting thereafter. Following such approval, they shall be published on the site of the APPN (www.appn.asso.fr).

All extracts from the minutes register are signed by the President or the General Secretary.

The composition of the Board of Directors and the functions exercised by the members are justified satisfactorily in respect of third parties by the indication in all extracts from the minutes register of the names of the members of the Board present and absent and the functions they exercise.

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6° Powers

The Board of Directors enjoys the widest possible powers to administer the Association in the limits of its purpose and subject to the powers attributed by the General Assembly.

The Board of Directors may institute any committees or commissions of any kind, whose members may be members of the Board or may choose one or several technical advisors, the Board will determine the attributions, powers and duration of the functioning of such committees or commissions.

For specific purposes, the Board may select, even from outside its own membership, one or more authorised agents for whom it would be answerable to the Association.

Might the General Assembly delegate to the Board of Directors, according to the Article 11, the right to sign one or several contracts of Insurance, and one or several amendments, the Board of Directors shall exercise this power within the limit of the delegation given by the General Assembly. In case of signature of one or several Insurance contracts, or one or several amendments, the report shall be made at the closest Assembly.

• Article 10 - Administration - Bureau

1° Election

Every five years at its first meeting following its renewal, the Board of Directors elects among its members a Bureau comprising at least a President, a Vice-President, a Secretary General and a Treasurer.

2° Powers of the Bureau

The Bureau does everything necessary for the proper administrative running of the Association, ensures the dispatch of everyday business and exercises such delegations as the Board of Directors may entrust to it.

3° President

He/she chairs the meetings of both the Bureau and the Board of Directors.

He/she has the delegated authority to sign any documents, deliberations and agreements.

He/she represents the Association in all acts of civilian life and is invested of all powers in that regard.

4° Vice-President

The Vice-President deputizes for the President and takes his/her place if he/she is unable to attend

5° Secretary General

The Secretary General takes the place of the President or the Vice-President in the event of both being unable to attend, and may be delegated more specific powers by a deliberation of the Board of Directors.

6° Treasurer

The Treasurer is responsible for the Association's finances, under the supervision of the Bureau. He/She shall present to the Board of Directors, within six months after the end of each financial year, a balance sheet that shall be approved by an absolute majority of the members of the Board of Directors present or represented.

7° Might a Bureau seat be vacant, the Board of Directors fills it the next meeting thereafter.

8° Justice representation

The Association is judicially represented, and in all acts of the Civilian life, by the President or the Vice-President or by any person designated by the Board of Directors.

• Article 11 - Meetings and deliberations of General Assemblies

1° Composition - Representation

General Assemblies are open to all the members of the Association who have duly paid their membership premiums on the date the Assembly is convened. A member may be represented by another member of the Association to whom proxy has been given, no-one else shall represent a member at the Assembly.

Each member of the Association has one vote, plus the votes of any member he/she represents.

A member of the Association shall not hold more than ten proxy votes, except for the President, who shall not hold more than 5% of the voting rights. If the President has been given proxies representing more than 5% of the voting rights, the remainder shall be considered blank proxies.

Sending a blank proxy to the Head Office of the Association is deemed to have voted in favour of adopting the draft resolutions proposed or approved by the Board of Directors and to have voted against adopting any other proposals.

The President may invite anyone with a particular interest in the Association to attend General Assemblies in a consultative capacity.

2° Convening General Assemblies

General Assemblies are held at least once a year within six months of the end of the financial year, and whenever convened by the President of the Board of Directors, or at the request of at least 10% of the members entitled to vote at a General Assemblies, regardless the constituency they belong to.

The decisions of the General Assembly can also come from a written consultation. The notice convening an Assemblies is sent to each member of the Association, at least 15 days in advance, by post and/or by e-mail. The notice contains the agenda for the Assemblies and the draft resolutions decided by the Bureau or by the members of the Association who requested the Assemblies, as well as all voting information. It indicates, if applicable, that members may:

- participate in this Assembly by videoconference or by means of telecommunication allowing the identification of the participating members and, if necessary, the transmission of the votes of the participants with technical characteristics allowing the continuous and simultaneous retransmission of the deliberations,
- and/or vote electronically.

The person drawing up the notice convening an Assemblies is required to include on the agenda any draft resolutions communicated to him/her at least 60 days before the date set for the Meeting by at least one-tenth of the members, or by 100 members if one-tenth corresponds to more than 100.

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3° Holding General Assemblies

General Assemblies are held at the head office of the Association or at any other place indicated in the notice convening the Meeting or by videoconference or by means of telecommunication allowing the identification of the participating members.

All members of the Association have the possibility of voting:

- on site during the General Assembly
- electronically in the event of connection to the dedicated site (or any other means of communication allowing voting options and mentioned in the General Assembly file).

If a member voted electronically beforehand, he may still take part in the General Assembly. His/her presence cancels any vote by he/she could have carried out prior to the General Assembly.

The Bureau of the Association constitutes the Bureau of the General Assembly. The President chairs the General and presents the general report, the Treasurer presents the financial report.

The General Assembly shall only deliberate on items on the agenda, except regarding any revocation of members of the Board of Directors which may arise further to a sitting incident. Such an incident may only be put to the vote if at least half the members of the Association are present at the General Assembly, excluding distance voting.

Validly adopted decisions of the General Assembly are applicable to all members, even if they were absent at the time of voting, if they abstained, or if they voted against the motion.

The decisions of the General Assembly are consigned to minutes in the Association's register of deliberations and signed by the President and the General Secretary. The minutes of the decisions mention the mode of decision (meeting of the General Assembly, consultation) and, if applicable, that the Assembly was held by exclusive or partial recourse to means of telecommunication or electronic voting, as well as the status of the possible occurrence of a technical incident relating to videoconferencing or telecommunications when it has disrupted the conduct of the Assembly. Members may consult the minutes of General Assemblies at the head office of the Association, giving at least seven days' notice.

4° Quorum

Each member has one vote at General Assemblies. Voting rights may be exercised either by attending the General Assembly, or by being represented at the Assembly by another member.

A General Assembly may only deliberate validly if at least one thousand members or one-thirtieth of the members are present or represented, or have made use of the possibility of voting electronically.

If there is no quorum at a Assembly held after a first notice has been sent out, a second Assembly is convened. This Assembly deliberates validly regardless of the number of members present or represented or having made use of the possibility of voting electronically.

5° Ordinary General Assemblies

Ordinary General Assemblies deliberate on the items on the agenda drawn up by the Board of Directors, which includes resolutions proposed by the Bureau and the resolutions proposed by members under the third paragraph of the Article above on convening General Assemblies of these current Articles of Association.

Ordinary General Assemblies have sovereign competency for:

- approving the Board of Directors' management report setting out the situation of the Association and its activity in the course of the previous year,
- approving the financial report drawn up by the Treasurer,
- approving the accounts for the previous financial year,
- defining the main guidelines for future activities,
- electing new members of the Board of Directors, even if this is not included on the agenda (except in the case of replacing a member of the Board of Directors who has resigned) with the exception of cases of revocation,
- authorising the conclusion of any acts beyond the powers of the Board of Directors,
- authorising the signature of codicils to group insurance policies subscribed by the Association. The Assembly may, however, by means of one or more resolutions and for a period of time which may not exceed eighteen months, delegate to the Board of Directors, the power to sign one or more codicils regarding matters defined in the corresponding resolution (the Board of Directors exercises this power within the limits of the delegation given by the General Meeting, and in the case of the signature of one or more codicils it reports back to the next Assembly held thereafter under the conditions provided in Article 9),
- deciding to terminate a group insurance policy subscribed by the Association.

To be adopted, a resolution must obtain a simple majority of the votes of those members present or represented and those having voted electronically.

6° Extraordinary General Assembly

Extraordinary General Assemblies deliberate on the matters for which they alone are competent, namely the alteration to be made to these Articles of Association, the revocation of the members of the Board of Directors, and the dissolution of the Association.

Extraordinary General Meetings are convened by the President of the Board of Directors or at the request of at least 10% of those members entitled to vote at a General Meeting, regardless of their constituency.

To be adopted, a resolution must obtain a three-quarters majority of the votes of those members present or represented and those having voted electronically.

• Article 12 - Internal rules

Internal Rules might be drawn up by the Bureau, after being approved by the Board of Directors.

• Article 13 - Dissolution of the Association

The dissolution of the Association may only be pronounced by an Extraordinary General Assembly.

In the event of the Association being dissolved, the Board of Directors designates one or more commissioners to be responsible for liquidating the Association's assets. The net assets are to be allocated to charitable or outreach works directly related to the Association's object.

Under no circumstances may any part of the Association's assets be allocated to members of the Association. They may only take back any contribution they may have made, on the understanding that no value may be attributed to contributions in kind.