

Articles of Association of EuroGeographics AISBL

Title 1: FORM, NAME, SEAT, PURPOSE and ACTIVITIES OF THE ASSOCIATION

Article 1 – Form and Name

- 1.1. The association is a non-profit international organization called “EuroGeographics” (hereinafter referred to as the “Association”).
- 1.2. The Association is governed by Belgian law, and, in particular by the Code of Companies and Associations, hereafter referred to as CCA.

Article 2 – Seat of the Association

- 2.1. The seat of the Association is currently located, in the region of Bruxelles Capitale.
- 2.2. The seat may be transferred to any other location in the Region of Bruxelles Capitale or in the French speaking region in Belgium through a decision of the Management Board.
- 2.3. The electronic address of the Association is: contact@eurogeographics.org
- 2.4. The decision regarding any change of the address of the seat must be published in the annexes of “Moniteur belge”.

Article 3 – Purpose and Activities

- 3.1. The Association shall pursue activities of a not-for-profit nature and of international character in accordance with the CCA.
- 3.2. The purpose of the Association shall be to further the development of the European spatial data infrastructure through collaboration in the area of geographic information and the representation of the EuroGeographics membership and its capabilities.

The Association shall be active in Europe and between Europe and other regions or other parts of the world. This co-operation shall aim to the following purposes:

- provide a single interface to Europe's National Mapping and Cadastral agencies;
- facilitate a knowledge exchange network;
- strengthen and develop the network of committed, motivated Members, encourage collaboration and professional recognition;
- provide an information service for Members, stakeholders and civil society;
- participate in EU programmes and policies including legislative development;

- promote EuroGeographics as the authoritative voice for geographic information in Europe and the EU.

3.3. In furtherance of the purposes mentioned under 3.2. above, the Association shall engage in any lawful activity that can reasonably be expected of an association and undertake such activities as it considers appropriate to the achievement of its aims and objectives (including, but not limited to, conferences, training courses, seminars, workshops, focus groups, study tours, staff exchanges, studies, surveys, publishing, software tools, and lobbying).

3.4. In pursuing the activities of the Association, the Members do not seek to obtain direct or indirect financial advantage for themselves, nor shall it be the purpose of the Association to procure direct or indirect financial advantage for the Members.

TITLE II: MEMBERSHIP

Article 4 – Categories of Members

4.1. The Association shall be comprised of Full and Associate Members.

Application for full membership of the Association is open to any nationally recognized organization within Europe that has an official responsibility within a European country for an activity which relates to the Association's Purpose.

Application for associate membership of the Association is open to any nationally recognized organization within Europe that has an official responsibility within a European country for an activity which relates to the Association's Purpose, where that organization wishes to enter into a transitional period toward full membership. This transitional period is encouraged to be no longer than two years. Management Board may consider and approve applications for an extension to this period from the Associate Member particularly where the country already has three Full Members as set out in Article 4.3.

Full Members can participate in all the forums and groups of the Association, can be elected or appointed to the Association's governance forums, vote in the decisions of the forums and groups on which they sit, and vote in the General Assembly.

Associate members can participate, as appropriate, in the forums and groups of the Association, but they cannot be elected or appointed to the Association's governance forums, nor can they vote in or influence the decisions of the forums and groups in which they may participate, nor can they vote in or influence the decisions of the General Assembly.

4.2. Full Members and Associate Members pay the appropriate annual subscription fee as voted each year at the General Assembly.

4.3. Each country may have up to three (3) Full Members of the Association. In the event that a country has more than three eligible organizations that may fulfil the criteria to become Full Members it shall be the responsibility of those organizations to determine jointly which shall become the Full Members. The other eligible organizations may become Associate Members.

4.4. Exceptions to article 4.3 may happen, due to a particular national situation, and submitted to approval of the General Assembly.

4.5. Associate Members should endeavour to upgrade to Full Member within 2 years of joining the Association unless a country already has three Full Member, or there are other good reasons or exceptional circumstances which should be considered by Management Board.

Upgrade to Full membership is however not automatic. When an Associate Member wishes to upgrade to Full Membership, they shall apply through the normal procedure set out in article 5 and the application will be taken at the next General (Ordinary or Extraordinary) Assembly.

Article 5 – Membership

5.1. Any applicant to join the Association shall have the appropriate capacity in this respect and be validly incorporated under its own country's law.

Applications for membership must be sent to the Secretary general / Executive Director in writing. The Secretary general / Executive Director shall inform the Management Board, which shall give its opinion before such application, as the case may be, is approved by the General Assembly.

The General Assembly decides upon the basis of the application.

Article 6 – Rights and Obligations of the Members

6.1. Each Member must adhere to the Articles of Association and the Rules and Regulations. Each Member should also adhere to the decisions within the remit of, and as implemented in, the General Assemblies unless there are special circumstances where there is a conflict with a member's national rules or laws.

6.2 All Members will work to their normal high professional standards in an open and transparent manner and in full cooperation with the other Members.

6.3. Each Full Member who complies with article 12.1. of the Articles of Association may participate in and vote at the General Assemblies.

6.4. As a general rule all travel and subsistence costs are paid by Members themselves unless explicitly budgeted by the Association.

6.5. Each Associate Member may participate in General Assemblies, as observer, without the right to vote.

Unlike Full Members, Associate Members pay only the fixed part of the subscriptions and will not receive any financial allowances towards the expenses incurred by their representatives.

6.6. Each Full Member shall have an equal right of access to information relating to the activities of the Association and to the results or output of all collective actions undertaken.

Article 7 – Termination or Abeyance of Membership

7.1. Resignation – Exclusion

Member status shall be lost when Members notify the Management Board of their resignation or when the Management Board decides to exclude them as Members due to their failure to pay subscriptions or for any other serious reason, upon which the party involved shall have been invited beforehand to submit comments.

Members shall have 21 days from the date of sending of such invitation to provide their comments. In the event that no comments are received the Management Board is authorised to in any event decide as it sees fit.

For the resignation to be effective on the 31st December at 18.00 hours in a fiscal year, resignations from membership must be sent to the Secretary General / Executive Director in writing at least three months before the end of the current fiscal year otherwise subscriptions for the next calendar year will be required in full.

Exclusion becomes effective seven days from when the notification informing the Member of its exclusion was sent.

An excluded or resigning Member is not entitled to a refund of its fee or for a refund of any amount. Termination of membership does not give rise to any right or valid claim on the net assets of the Association.

The Member remains liable for the full payment of its membership fee for the financial year during which resignation or exclusion has become effective.

7.2. Abeyance

A Member, whether Full or Associate, may ask that its membership is left in abeyance for a certain period of time. If the Management Board accepts the reasons given, that Member is excused from the payment of its subscription fee. During the period of abeyance, the Member cannot take part in any membership activity of the Association. The full rights of membership begin again immediately following payment of the subscription for the on-going year.

Article 8 - Membership Subscriptions Fees and Resources of the Association

The Association's funds shall be comprised for each financial year, coinciding with the calendar year, of:

a- Full Member's yearly subscription, which is comprised of a fixed portion and a variable portion.

The total variable amount for each country shall be based on the GDP of that country, reviewed and recalibrated every 5 years. Between the 5 yearly review and recalibration against GDP, interim changes in subscription fees (increase or decrease) may be based upon other criteria, in particular the published average inflation rate for the EU countries, or as the Treasurer of the association may consider appropriate. If there is more than one Full Member of a country it is the responsibility of those national organizations to jointly determine the division of the variable portion. If not otherwise agreed, the variable portion will be levied equally between them.

The fixed and the variable portions of the subscription fees are to be fixed each year by the Management Board and approved by the General Assembly.

b- grants to the Association,

c- remuneration paid to the Association for its participation in, or the management of, programmes and projects, and in the marketing and licensing of products and services, including those created on the basis of such projects.

Article 9 – Liability

None of the Association members shall be held personally liable for the commitments undertaken by the association.

TITLE III: BODIES OF THE ASSOCIATION: GENERAL ASSEMBLY - MANAGEMENT BOARD AND SECRETARY GENERAL

Article 10

The Association shall be governed by the General Assembly of the Members, the Management Board and the Secretary general for the daily management.

Article 11 – General Assemblies

11.1. All Full and Associate Members of the Association are entitled to attend General Assemblies, whether Ordinary or Extraordinary. Only Full Members of the Association whose subscription payments have been received, at midnight on the working day prior to commencement of a General Assembly, have a voting right.

Members may appoint representatives to attend General Assemblies. However, the number of representatives shall not affect the number of votes held by Members.

11.2. The Ordinary General Assembly shall meet once each year, within six months after the closing of the accounts. The Ordinary General Assembly shall vote on the items set forth in the agenda and, in particular, vote on annual budget, approve the annual financial statements. The Ordinary General Assembly is also entrusted to decide on the conditions relating to exercise and end of exercise of a board member: elect the elected members of the Management Board as well as the President in accordance with articles 11.2. b) and 11.4., fill vacancies in elected members of the Management Board, approve any new member application.

All other meetings called shall be Extraordinary General Assemblies.

All other decisions (dismissal of a member, liquidation, amendment to the statutes and internal rules, restructuring and transformation of the association) shall be taken by Extraordinary General Assembly.

Decisions taken during the Ordinary General Assembly shall be taken by a simple majority vote of the Full Members present or represented, no quorum required.

The President shall issue written notices to attend the General Assemblies giving due notice as appropriate to the agenda, the reason for the meeting and any urgency of the meeting.

All required documents for the meeting shall, as far as feasible, be issued at least two (2) weeks prior to the meeting.

The President, assisted by the members of the Management Board, shall chair the General Assembly meeting and report on the state of the Association.

The Management Board shall report on the management, submit the balance sheet of the previous year to the approval by the General Assembly and present the next year's budget.

11.3. An Extraordinary General Assembly may be called by the Management Board or by a request of a simple majority of full members in accordance with the same formalities as for an Ordinary General Assembly. The Treasurer of the Association must also call for an extraordinary General Assembly if one fifth of the members ask for a meeting. If the Management Board believes that an Extraordinary General Assembly does not warrant meeting physically, or it is not pragmatic to do so, the Full Members may also validly deliberate by way of a written consultation. The meetings can be held in person or, if deemed appropriate by the Board, by electronic means, providing that adequate recording of the votes is ensured.

In such case, the President shall send by any written means (including by electronic mails or fax) to the Full Members, proposed written resolutions and voting form(s). The Full Members shall indicate whether they agree, disagree or abstain on the voting form, shall sign them and send them

back to the President within seven (7)) calendar days following receipt of the voting forms. Failing any response of a Full Member within the period of time mentioned above, such Member shall be deemed to have voted for and signed the proposed written resolutions.

Any Full Member may request additional information or explanation from the President within the period of time mentioned above. All such requests and any supplementary information shall be copied to all Full Members.

To be adopted, the voting forms with the written resolutions must be signed. It shall clearly set out the identity of all the Full Members and the date and place of execution.

The date of adoption of a resolution through the written procedure is deemed to be the date of the last voting form received by the President.

When a decision is adopted by way of written procedure, the President shall draft and sign the minutes and attach to them the original copies of all the voting forms received. The minutes will mention the number of failed answers to be considered as a vote in favour of the resolution in accordance with article 11.3., § 2, last sentence.

These minutes shall be prepared in the English and French languages.

Excepted otherwise provided in the CCA, all decisions of an Extraordinary General Assembly shall be taken by a two-thirds majority vote of the Full Members present or represented, no quorum required.

11.4. Every country with at least one (1) Full Member has three (3) votes, it being understood that each country may have up to three (3) Full Members, unless agreed otherwise under article 4.4 above. The three (3) votes will be divided amongst the number of Full Members who shall agree jointly among themselves on the distribution of the votes. If not otherwise agreed between them, the votes will be divided equally between them.

11.5 Any Full Member unable to attend all or part of a General Assembly may give in writing a formal power of attorney to another Full Member, or to the President, to exercise its voting right.

11.6. Minutes shall be drawn for each General Assembly in English and in French. Such minutes, summarising the decisions taken, shall be signed by the President. The Secretary General / Executive Director shall send them to the Association's members within two (2) months following the date of the General Assembly.

The minutes are kept in a register held at the registered seat of the Association.

Article 12 – Management Board

12.1. The Association shall be managed by a Management Board which has full powers in that respect.

12.2 The Management Board comprises the President of the Association, who chairs the Board, and a minimum of six members who will be representatives of Full Members designated as follows:

- a) from the three countries whose subscription fees are individually the largest for the coming year voted for the said year. The Full Members of each such country shall appoint jointly one member to the Management Board for a two-year period. Such members may be re-appointed for further terms. Such appointment and re-appointments shall be notified to the President by the Full Members concerned.
- b) from countries whose subscription fees for the coming year are below the three countries whose subscription fees are individually the largest. The General Assembly shall annually elect, by secret vote, three Management Board members from among the representatives of the Full Members other than those represented by a) above, for a two-year period. These members may be re-elected for further terms.

Elections of the Management Board members under Article 12.2. b) shall endeavour that, at all times, there shall be six Management board members elected in compliance with Article 12.2. b).

Only one Full Member per country can serve on the Management Board.

Seats are to the Member Organization so if a Board member ceases to be a representative of a Full Member their seat on the board ceases on the day as notified by the Full Member.

12.3. In the event of vacancy among the appointed Management Board member, the Full Members in question shall make a new appointment. The powers of the Management Board member thus appointed shall end at the normal expiry date of the replaced member's term of office.

In the event of a vacancy among the Management Board members elected by the General Assembly, they shall be replaced by a decision of the next General Assembly.

12.4. A board member whose interests are in conflict with a decision to be taken by the board must inform the board upfront of the conflictual situation. The declaration and explanation of this board member has to be reported in the minutes of the board meeting. This board member cannot take part to the decision process on the conflictual issue. The association may require the annulment of the decisions or operations infringing the above-mentioned rule. This provision shall not apply when the decision relates to operations which are usual and concluded at a fair market price in consideration of other similar operations.

12.5. The General Assembly shall elect, by secret vote, among the members of the Management Board a President for a two-year term. The President may be re-elected for further terms.

The Management Board shall elect by a secret vote from among its members one or several Vice-Presidents and a Treasurer for a two-year period.

The Chair of the Management Board shall appoint a Secretary for each of its meetings.

12.6. The members of the Management Board may be dismissed at any time by a decision of the General Assembly taken at the majority of the votes of the members present or represented.

Each member of the Management Board may resign from his mandate through a written notification sent to the Chair of the Management Board.

The Management Board may, at its discretion, decide to exclude any member who has been absent at three (3) consecutive meetings without having been represented at those meetings. Such member shall then be replaced according to the procedure as provided for in the event of vacancy under article 12.3. above.

12.7. The Management Board shall meet as often as necessary upon notice issued by the President or upon request of at least three (3) of its members. It shall meet at least twice a year.

Meetings can be held in person, or via electronic means, as deemed appropriate by the President.

Invitations to the meetings will be sent by the President to the members of the Management board at least three weeks before the date of the planned meeting.

Decisions shall be by consensus or taken by a majority of the votes by members present or represented. At least half the members (or their representatives) of the Management Board are needed to form a quorum. In the event of no consensus or a tie in voting, the President shall have the casting vote. Decisions are decisions of the Board and therefore voting records are not made.

Minutes of the meetings shall be drawn up and signed by the President and the Secretary once they have been approved by the Management Board by written procedure. Copies of the minutes, or a summary if appropriate, shall be made available to Full Members of the Association.

12.8 The Management Board is empowered to delegate appropriate administrative and management duties to the Secretary General and Executive Director. The Secretary General and Executive Director is, on her / his turn, allowed to delegate some of his/her duties to a third person within the association.

Article 13 – Secretary General and Executive Director

The Secretary General and executive Director appointed by the Management Board in accordance with Article 12.8 shall be entrusted with the daily management of the association.

The daily management comprises all the acts related to the daily life of the association as well as those which, due to their minor importance or their urgent character, would not resp. require or allow a decision of the Management Board.

Article 14 - Rules and Regulations

Any amendment to the Rules and Regulations is proposed by the Management Board and approved by the next General Assembly

These Rules and Regulations should be applied by all Members in all circumstances of EuroGeographics activities.

The version of the Rules and Regulations in force at the date of the statutes is dated of 19 October 2011

Article 15 – Representation of the Association

15.1 The President or the Secretary General and Executive Director (as appointed in accordance with the Rules and Regulations), may represent the Association towards third parties. The Secretary General and Executive Director may represent the Association towards third parties in the sole frame of the daily management. .

15.2 Without prejudice of article 15.1. above, all legal acts entered into by the Association shall be signed, unless otherwise stipulated, by the President or by another member of the Management Board who will be designated by the President to act on behalf of the Association.

All legal action or arbitration involving the Association, as plaintiff or defendant, before courts, tribunals or other jurisdictions shall be the responsibility of the Management Board represented by the President or by a member of the Management Board designated by the President, or by the Secretary General and Executive Director designated for such purpose by the President.

TITLE IV. FINANCIAL MANAGEMENT

Article 16 – Accounts of the Association

16.1. The Management Board is responsible for the accounts of the association and shall be assisted in this task by a professional accountant.

16.2. The Association may constitute a Reserves fund, in particular for the purpose of financing special activities or covering special expenditures, or to cover commitments in relation to the possible winding down of the Association.

Article 17 – Financial Year

17.1. The financial year of the Association shall commence on 1st January of each year and shall end on 31st December of the same year.

17.2. The Management Board shall propose the annual budget of the Association, which it shall submit for approval to the General Meeting through the Treasurer, in accordance with Article 11 of these Articles of Association.

The Management Board shall draw up final accounts for each financial year, which it shall submit for approval to the General Meeting through the Treasurer in accordance with Article 11.2. of these Articles of Association.

TITLE V. ADMISSION OF MEMBERS - AMENDMENTS TO THE ARTICLES OF ASSOCIATION & DISSOLUTION OF THE ASSOCIATION

Article 18 – Admission for membership - Amendment of the Articles of Association – Dissolution

18.1. Decisions regarding the admission of members modifications to the Articles of Association or the dissolution of the Association shall be taken by a two-thirds majority vote of the Full Members present or represented, no quorum required.

18.2. In the event that at least two thirds of the Members present or represented at a General Assembly decide to wind up the Association, one or more liquidators shall be appointed by the General Assembly. They will be charged with releasing the Association's assets and settling its debts.

Any net assets shall be disposed with a non-lucrative purpose. The Board will decide on the beneficiary of the net assets after liquidation.

TITLE VI GENERAL PROVISIONS

Article 19 – Authentic Version of the Articles of Association

The official language of the Association shall be French. English shall be the working language.

These Articles of Association have been drawn up in both French and English languages; the French version shall be deemed authentic in the event of a difference in interpretation.

Article 20 – Powers

All powers shall be vested in the persons showing evidence of their powers through excerpts of these Articles of Association or of any decision of the Management Board or of the General Assembly for the purpose of making any declarations, disclosures or formalities required by law.

Article 21 – Notices of meetings, proxies, electronic signature

Notice of meeting shall be made in writing, by letter, by fax or by electronic mail.

Valid proxies should be in original or electronic copies.

Electronic signature by the association representatives is acceptable.