
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 organization called “EuroGeographics” (hereinafter referred to as the “Association”).

1.2. The Association is governed by Belgian law, and, in particular, is incorporated under the form of a non-profit nature organization in accordance with the title III of the Law of 27 June, 1921 on non-profit organizations, non-profit international organizations and foundations.

Article 2 – Seat of the Association

2.1. The seat of the Association is currently located in B – 1000 Brussels at rue du Nord, 76.

2.2. The seat may be transferred to any other location in Belgium through a decision of the Management Board.

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 title III of the law of 27 June, 1921 on non-profit organizations, non-profit international organizations and foundations.

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 information¹, and the representation of the EuroGeographics’ membership and its capabilities.

The Association shall be active in Europe² and between Europe and other regions or other parts of the world. This co-operation shall aim to the following objectives:

- provide a single interface to Europe's National Mapping and Cadastral Agencies ;
- facilitate a knowledge exchange network ;

¹ In the absence of a universal definition of geographic information the term in these articles relates to and includes: geographic information, including topographic information; cadastre and land information; location information; spatial data.

² In these Articles “Europe” is the geographical area; “European Union,” and “EU” the political and legal union.

-
- 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 Members national and pan-European products and services, and their role in providing the reference data for the European Spatial Data Infrastructure (ESDI); and European Location Framework (ELF);
 - as appropriate; create, maintain, distribute, interoperable reference datasets and related services to support cross border or pan-European requirements and to further the progress towards the ESDI;
 - achieve interoperability of our Members' national land and geographic information, including the realization of a European Location Framework (ELF) to provide Europe and the EU with a valuable information asset to support its long term strategies;
 - promote EuroGeographics as the authoritative voice for geographic information in Europe and the EU.

3.3. In furtherance of the objectives 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 financial advantage for themselves, nor shall it be the objective of the Association to procure direct 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 a 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 Executive Director in writing. The 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

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.

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

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

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

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.

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 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 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- 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 member's subscriptions 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

In accordance with statutory law, the Association shall be liable for its contractual undertakings solely on the basis of its assets. None of the Association's Members shall be personally liable with its own assets.

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

Article 10

The Association shall be governed by the Management Board and by the General Assembly of the Members.

Article 11 – Management Board

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

11.2 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 by the Full Members concerned to the President

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 11.2. b) shall endeavour that, at all times, there shall be six Management board members elected in compliance with Article 11.2. b): in consideration to the fact that from incorporation of the Association and until its first General Assembly, Management Board members shall be the Management Board members of the existing EuroGeographics association whose registered office is in France, and also in consideration of the first year from the first General Assembly under Article 11.2. b) shall comprise three members elected for a two-year period and three members elected for a one-year period.

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 an employee of a qualifying member organization their seat on the board ceases on the day before their employment ends.

11.3. 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.

11.4. 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.

11.5. 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 below.

11.6. 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.

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.

Article 12 – General Assemblies

12.1. 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.

12.2. The Ordinary General Assembly shall meet once each year. The Ordinary General Assembly shall vote on the items set forth in the agenda and, in particular, vote on the coming year's annual budget, approve the annual financial statements, 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, vote on the modification of Rules and Regulations.

Ordinary decisions of the Ordinary General Assembly shall be taken by a simple majority vote of the Full Members present or represented, no quorum required. All other decisions shall be taken by Extraordinary General Assembly.

All other meetings called shall be Extraordinary General Assemblies.

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.

Without prejudice to application of article 17.1. below, all decisions at the Ordinary General Assembly shall be taken by a simple majority vote of the Full Members present or represented, no quorum required.

12.3. 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. 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.

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 with these resolutions on the voting form, shall sign them and send them back to the President within seven (7) calendar days following receipt of the written resolutions. 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 written resolutions must be signed, in one single document or in separate documents, by a number of Full Members in accordance with the quorum and majority rules set forth. The text of the executed written resolutions must be identical. 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 written resolution is deemed to be the date of the last written vote received by the President.

When a decision is adopted by way of written resolutions, the President shall draft and sign the minutes and attach to them the original copies of all the signed written resolutions 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 12.3., § 2, last sentence.

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

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.

12.4. 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.

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

12.6. 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 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 13 – Rules and Regulations

Rules and Regulations relating to the internal management of the Association and the management of the Association's projects have been approved by the General Assembly.

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

Any amendment to these Rules and Regulations may be proposed by the Management Board and approved by the next Ordinary General Assembly.

Article 14 – Representation of the Association

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

14.2 Without prejudice of article 14.1. 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 Executive Director/Secretary General designated for such purpose by the President.

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

TITLE IV. FINANCIAL MANAGEMENT

Article 15 – Accounts of the Association

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

15.2 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 16 – Financial Year

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

16.2 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 12 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 12.2. of these Articles of Association.

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

Article 17 – Admission for membership - Amendment of the Articles of Association – Dissolution

17.1. 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.

17.2. 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 realising the Association's assets and settling its debts.

Any net assets shall be disposed with a non-lucrative purpose.

TITLE VI GENERAL PROVISIONS

Article 18 – Authentic Version of the Articles of Association

The official languages of the Association shall be French and English.

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

Article 19 – 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 20 – Notices of meetings, proxies

Notice of meeting shall be made in writing, by letter, by fax or by electronic mail.
Valid proxies should be in original copies.