
ARTICLES of the EuroGeographics Association

In the following 'Association' stands for the EuroGeographics Association.

Article 1

The founding Members who agreed to the original Articles have created an Association under the name of EuroGeographics governed by the Act of 1 July 1901 and the Decree of 16 August 1901 of the French Law, effective as on 1st January 2001.

Article 2 - Term

This Association shall be set up for a 99-year term starting 1st January 2001.

Article 3 - Purpose

The purpose of this Association shall be to further the development of the European Spatial Data Infrastructure through collaboration in the area of geographical information, including topographic information, cadastre and land information. The Association shall be active in Europe and between Europe and other regions or other parts of the world. This co-operation shall concern, but not be limited to, the following fields:

- . definition of specifications and models common to the Association's Members, to facilitate the interoperability of local and national data,
- . involvement in national or European legislative and administrative policies,
- . organisation of information services, especially on the Internet,
- . development of projects that may be of interest to all the Association's Members or to some of them,
- . realisation and distribution, including on a commercial level, of products and services created on the basis of these projects.

Article 4 – Seat of the Association

EuroGeographics' legal address shall be at 6-8 avenue Blaise Pascal, Champs-sur-Marne, 77455 Marne-la-Vallée Cedex 2 France. It may be transferred within France by decision of the Management Board. It may be transferred to another country upon proposal of the Management Board by decision at the next General Assembly.

Article 5 - Members

5.1. The Association shall be comprised of Active and Associate Members.

5.2. Any national body or national organisation which is responsible for topographic information, cadastre or land information in a country within Europe and which accepts these Articles of Association and pays an annual subscription fee to be voted each year at the General Assembly, may become either an Active or Associate Member.

5.3 Each country may have up to three (3) Active Members within EuroGeographics. In the event that a country has several national bodies or national organisations that may fulfil the criteria to become Active Members, it shall be the responsibility of those national bodies and national organisations to determine jointly which shall become the Active Members. The other national bodies and national organisations may become Associate Members.

5.4 Exceptions to article 5.3 may happen, due to a particular national situation, and submitted to approval of the General Assembly.

5.5 Unlike Active Members, Associate Members pay only the fixed part of the subscriptions, do not have voting rights and will not receive any financial allowances towards the expenses incurred by their representatives. Associate Members must upgrade to Active Members within 3 years of joining the Association unless a country already has Active Members, or there are other exceptional circumstances.

Article 6 - Membership

6.1. Any applicant to join the Association shall have the appropriate capacity in this respect under its own country's law.

All applicants to join the Association shall submit their application in accordance with the terms and conditions set forth in Article 2 of the Association's Rules and Regulations.

The General Assembly decides upon the basis of the application.

Article 7 – Resignation, Exclusion, Abeyance of Membership

7.1. Member status shall be lost when Members notify the Management Board of their resignation in accordance with the conditions set forth in Article 2 of the Rules and Regulations, and 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.

7.2. A Member, whether Active 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 activity of the Association. The full rights of membership begin again immediately following payment of the subscription for the on-going year.

Article 8 - Budget

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

a- Member's yearly subscriptions, which are composed of a fixed portion and a variable portion. The total variable amount for each country shall be based on economic criteria (the GDP of the country). If there is more than one Active Member of a country it is the responsibility of those national bodies or national organisations to jointly determine the division of the variable portion. If not otherwise agreed, the variable portion will be levied equally between them. Both 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 the management or co-ordination of all or part of a project of the Association, such as defined in Article 6 of the Rules and Regulations and/or in the marketing of the products 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.

Article 10 – Management Board

10.1. The Association shall be managed by a Management Board.

10.2 The Management Board will be comprised of representatives of Active Members:

a) from countries whose subscription for the coming year exceeds 10% of the total subscription voted for the said year. The Active Members of each such country shall *appoint* jointly one (1) 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 Active Members concerned to the President

b) from countries whose subscriptions for the coming year is less than 10% of the total subscription. The General Assembly shall *elect*, by secret vote, a minimum of four (4) and a maximum of seven (7) Management Board members from among the representatives of the Active Members other than those represented by a) above, for a two-year period. These members may be re-elected for further terms.

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

10.3. In the event of vacancy among the *appointed* Management Board member, the Active 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.

10.4. 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 Management Board shall appoint a Secretary for each of its meetings.

10.5. 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 once a year.

Decisions shall be taken by a majority of the votes by members present or represented in accordance with the conditions set forth in Article 2.2 of the Rules and Regulations. At least half the members, present or represented, of the Management Board are needed to form a quorum. In the event of a tie in voting, the President shall have the casting vote.

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 at an upcoming meeting. Copies of the minutes, or a summary if appropriate, shall be sent to all Active Members of the Association.

10.6. The Management Board shall represent the Association in all circumstances and shall have full powers to manage it. It may delegate all or part of its powers to the President. The latter in turn may also delegate part of the powers delegated to them to one or more persons, such as the Executive Director within the limits set forth in Article 1 of the Rules and Regulations.

The President shall represent the Association before the courts and in all ordinary operations. He shall open or cause bank accounts to be opened in the Association's name. He may delegate authorisation to sign with regard to these accounts. The Executive Director shall necessarily have authority to sign.

For these and all other duties, in the absence of the President, a Vice-President designated by the Board shall act on their behalf.

Article 11 – General Assemblies

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

Members shall 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. 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, fill vacancies in *elected* members of the Management Board and approve any new member application.

All other meetings called shall be Extraordinary General Assemblies.

The President shall issue written notices to attend the General Assemblies at least 2 (two) months before the date scheduled for 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 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.

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

11.3. An Extraordinary General Assembly may be called by the Management Board or by a request of a simple majority of Active 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, the Active 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 Active Members, proposed written resolutions and voting form(s). The Active Members, shall indicate whether they agree or disagree with these resolutions on the voting form, shall sign them and send them back to the President within twenty-one (21) calendar days following receipt of the written resolutions. Failing any response of an Active Member within the period of time mentioned above, such Member shall be deemed to have voted for and signed the proposed written resolutions.

Any Active 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 Active Members.

To be adopted, the written resolutions must be signed, in one single document or in separate documents, by a number of Active Members in accordance with the quorum and majority rules set forth above. The text of the executed written resolutions must be identical. It shall clearly set out the identity of all the Active 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. 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 Active Members present or represented, no quorum required.

11.4. Every country with at least one (1) Active Member has three (3) votes, it being understood that each country may have up to three (3) Active, unless agreed otherwise under article 5.4 above. The three (3) votes will be divided amongst the number of Active 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 Member may in its absence give in writing a formal power of attorney to another Member, or to the President, to exercise its voting right.

Article 12 – 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 13 – Winding Up

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, and any assets shall be distributed in accordance with Section 9 of the Act of 9 July 1901 and the Decree of 16 August 1901.

Article 14 – Authentic Version of the Articles of Association - Jurisdiction

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.

Any dispute related to the operating of the Association shall be referred to the courts located at the place of the seat of the Association.

Article 15 – Powers

All powers shall be vested in the persons bearing 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 16 – Declaration

The Association shall file for public Declaration (Charter) in accordance with Section 5 of the Act of 1st July 1901.

All powers shall be vested in the Executive Director of the Association in accordance with Article 1 of the Rules and Regulations for the purpose of completing this formality.

The present Articles of Association have been approved by the current Active Members on 22nd September 2009

Magnús Guðmundsson

François Brun

President

Vice-President