

EuroGeographics AISBL

Internal Rules & Regulations

These Rules & Regulations, which are in accordance with and support the Articles of Association, set out the way in which EuroGeographics activities are managed.

Rule 1: The Secretary General & Executive Director

The post of Secretary General & Executive Director (SG&ED) will be filled by selecting the most appropriate candidate from an open competition based on a job description and selection criteria provided by the Management Board. Members of the Association will be welcome to be a source of candidates for this open market competition.

The SG&ED has the delegated authority of the Management Board for the day-to-day running of the Association: in particular; to hire staff, sign contracts, take and effect operational decisions consistent with implementing the strategies, plans and direction approved by the General Assembly. The SG&ED will report on his activity to the Management Board whenever requested to do so, provide a copy of contracts signed to the Management Board and keep the Management Board informed of their implementation.

However, any operation by the SG&ED that may commit the Association for an amount exceeding 50,000 euro will first be approved by the President in writing. The President will then inform the Management Board.

Though the SG&ED has a separate role from, and is not a member of, the Management Board, the SG&ED will attend Management Board meetings and act as formal Secretary to the Management Board and the General Assembly (with the possibility to delegate actual note-taking if appropriate).

Rule 2: Day- to- day running of the Association

2.1. Communications between the Association and its Members

The working language of the Association is English while fully respecting the authentic language of the Association (French) in particular certain occasions and documents where the authentic language shall be used.

Except as otherwise required by the AISBL framework in Belgium, any appropriate means of communication including post, letters, reports, web sites, newsletters and emails can be used to keep members adequately informed about the decisions, operations and activities of the Association.

2.2 Membership

The SG&ED will keep an up to date list of Full and Associate Members of the Association and make it available to anyone who requests it. In practice this list will be uploaded to the Association's website.

Applications for membership, or resignations, must be sent to the SG&ED in writing.

The SG&ED will present applications to the next Management Board meeting and will provide the Board with the views of any existing members in the same country as the applicant. Existing members do not have a right of veto. The Management Board will decide on whether an application meets the criteria for membership and, if it does, will give its opinion to members before it is voted on at the next General Assembly.

2.3. The Management Board

The Management Board is responsible for the overall management of the Association except for matters expressly reserved to the directional body (the General Assembly) as provided for in the Articles of Association. The Management Board can, and in effect does, delegate appropriate day-to-day running of the Association to the SG&ED.

All Board members must be currently employed by a Full Member of the Association.

Board members will normally be the Head of the Full Member but other representatives holding a senior position may be nominated by the Head for election.

Elected members of the Board stand as individuals, currently employed by a Full Member, therefore if they cease to meet the criteria for Board membership, or they resign, they may only be replaced by election at the next General Assembly. If an Appointed member of the Board ceases to meet the criteria for Board membership, or resigns, the Full Member(s) concerned shall make a new appointment.

All Board members, and the SG&ED, shall at all times comply with the 'Management Board Code of Conduct' which forms part of the Association's Policy & Procedures.

A Board member unable to attend a meeting of the Management Board may be represented by their chosen deputy, which may be another member of the Management Board, provided that the member who is unable to attend informs the SG&ED no later than the day before the planned meeting. A Board member may not represent more than one absent member. The member's deputy, or representative, has the same powers and decision-making rights as the member themselves.

The Management Board may, at its discretion, decide to exclude any Elected member who has been absent at three consecutive meetings without being represented. Such member shall then be replaced according to the same procedure as provided for in the event of vacancy under Article 12 of the Association's Articles of Association.

The SG&ED shall keep an up-to-date list of members of the Management Board and their positions, if any.

The SG&ED, acting on behalf of the President, convenes the Management Board on the request of the persons authorised to do so; in normal circumstances giving Board members three weeks' notice of the planned meeting.

2.4. The General Assembly

The General Assembly is the directional body of the Association and its powers and function are set out in the Articles of Association, in particular the annual accounts and budget must be submitted to the General Assembly for its approval.

The SG&ED, acting on behalf of the President, convenes a General Assembly at the request of the persons authorised to do so. Notices for the General Assembly shall be sent to the relevant persons in writing, by post, fax or by electronic mail/email.

The SG&ED is the Secretary of the General Assembly, though may delegate actual note taking as appropriate.

The annual General Assembly is normally hosted and financed by a Member: the Association may contribute to the costs of the General Assembly according to what has been decided in the budget.

Members wishing to host a General Assembly should inform the SG&ED of the year in which they wish to host the General Assembly and provide the SG&ED with a short description of the facilities proposed and the cost contribution expected from the Association. In practice Members should normally give two years notice of their proposal. The SG&ED will present the offer to host the General Assembly to the Board who will decide on the acceptability of the proposal and inform the next General Assembly of their decision.

A General Assembly is made up of official business, such as set out in Article 12.2 of the Articles of Association, and other matters such as workshops, networking and external speakers. In some circumstances, especially where the presence of a Notary is required, the Board may decide that official business of a General Assembly will be carried out in Brussels with the other matters at the member hosted event. If this is the case the Member hosting the Assembly will be notified at least three months in advance so that arrangements can be finalised.

Formal minutes of a General Assembly will be written in English and in French and signed by the President. The SG&ED will make them available to the Association's Members within two months following the date of the General Assembly.

Certain decisions of the General Assembly, for example, decisions relating to the appointment of Management Board members, shall be published in the Belgian official journal ("*Moniteur Belge*" – "*Belgisch Staatsblad*"). The minutes of the General Assembly are recorded in a dedicated book maintained at the registered office. The types of decisions requiring publication in the official journal is maintained as part of the Policy & Procedures Manual maintained by the Secretariat at the Association's registered office.

The President may invite guests, including nominations from Members and SG&ED, to attend a General Assembly. Guests have no vote and are not financed by the Association, unless sanctioned explicitly by the President.

As a rule, guests unconnected with the official business of the General Assembly shall not be present during the official business or where confidential information is discussed.

Rule 3: Annual accounts and budget

Any changes to the General Assembly approved budget during the year must be presented by the SG&ED to the Management Board for their approval. The Management Board must ensure that any changes do not negatively impact the financial viability of the Association and remain within the INPO framework in Belgium. In principle, the Board cannot deviate from the limits defined by the approved budget however it might be that, as a consequence of certain non predictable expenses, these limits are exceeded. It falls then under the liability of the Board to justify that such expenses were required for the good running of the Association.

The annual accounts must be prepared by an accountant and submitted in due time to the relevant tax authorities. The Treasurer has responsibility to ensure that appropriate care has been exercised in the preparation of the accounts. The Management Board will consider the submitted accounts before presenting them to the General Assembly for members' acceptance.

Rule 4: Costs

All travel, accommodation, meal and subsistence costs associated with membership of the Association are paid by Members themselves unless explicitly budgeted for by the Association.

The Association pays the travel and accommodation costs of Management Board members to attend their meetings or for other work on behalf of the Association, except when coincident with a General Assembly.

The reasonable costs of facilitating the Knowledge Exchange Networks, including the expenses of the Chair, if requested, will be met from the Associations funds, up to a limit set annually in the budget.

Rule 5: Knowledge Exchange Networks

A Knowledge Exchange Network (KEN) brings together experts and interested parties from EuroGeographics members along with invited guests in a forum to:

- share knowledge and exchange best practice;
- identify issues that impact members in the sphere of expertise of the KEN; and,
- through the KEN work-programme advance the Vision and Purpose of the Association.

Any Member of the Association or the Secretary General & Executive Director (SG&ED) may propose to the Management Board the creation of a new KEN. In practice Members should send their proposal to SG&ED who will present it on their behalf to Management Board.

The general terms of reference to be used by KENs are maintained in the Policy & Procedures Manual document: *EuroGeographics Knowledge Exchange Networks Generic Terms of Reference*

Rule 6: European Affairs & Representation

Following EuroGeographics' operational re-location to Brussels, the General Assembly adopted a European Affairs & Representation Strategy as part of the transformation into an international non-profit association..

A key purpose of the European Affairs & Representation Strategy (EARS) is to ensure that the Association develops its relevance and effectiveness at a European level including its position as a responsible player. The watchwords of EARS are constructive participation.

Supporting this Purpose and Watchwords are activities to:

- express the contribution members make to European social - economic success and a sound environment;
- promote a proactive, collaborative, fact-based approach in the Association's dealings with EU institutions, policies and programmes;
- raise the visibility of EuroGeographics as the expert for geographic information and the European Location Framework;
- enable a closer alignment of EuroGeographics, its members and EU geographic information polices for the collective good of its members and European society.

A fundamental part of EuroGeographics' Purpose is to make an appropriate, positive contribution, to those areas of European policy development where the Association and its members, have a track record, significant expertise and legitimate interest. EARS sets

priorities according to the issues that the Association can contribute most to within its sphere of expertise and interest.

In support of the representation of members policy interests "Policy", "Position" and "Briefing" papers are developed by the Policy KEN, and in consultation with Full members. The SG&ED has delegated authority to approve the final version of such papers.

The Association's members have official roles within their countries EARS does not, and indeed cannot, compromise the independence of our members in their dealings with the EU.

Rule 7: Projects

The term "projects" refers to all the tasks needed to pool the resources of all or some of the Association's Members in order to study, design and develop products or services that fall within the scope of the Association's purpose.

Where projects are to be carried out by the Association the Management Board or a General Assembly, as may from case to case be appropriate, must formally agree the purpose, constitution, management plan and deliverables from the project.

Projects may be wholly or partly funded from the Association's approved budgets. Where appropriate and possible some project funding may be secured from the European Commission or other sponsors. Indeed projects (and programmes) are a pillar (along with representation, membership services, and economic activity) of the Association and represent a significant part of our activity.

Where the Association initiates projects it shall act as project co-ordinator or may appoint an organisation to act as such. The Association may also join projects led by other organisations when the Board considers this appropriate.

In all cases EuroGeographics may be remunerated for its role.

In all cases an agreement shall be signed by EuroGeographics and the project partners providing in particular for the ownership of rights in the products or services provided by the projects and the necessary management controls required to ensure successful delivery of the project.

Each project shall have a budget approved by the Management Board. This budget may include:

- a) financial contributions from national organisations involved in the project,
- b) funds from outside bodies, such as the European Commission,
- c) sales revenues,
- d) contributions from EuroGeographics.

Rule 8: Products and services

Products or services developed in the Association's projects will carry the EuroGeographics trademark.

EuroGeographics may, as the case may be, decide to assume or accept responsibility for all or part of the sales, marketing and distribution of the product or service or any other task consistent with the purpose of the Association.

Any revenues generated from the products will be used to cover the costs of production, maintenance, sales, marketing and distribution. Surpluses from product and service licensing



shall be used by the Association for the purpose of the Association in strict accordance with the AISBL legal framework.

Rule 9: Official contacts:

The SG&ED has delegated authority for the day to day management of the Association and can be contacted as follows:

EuroGeographics Secretary General & Executive Director
rue du Nord 76, 1000 Bruxelles
76 Noordstraat, 1000 Brussels

E: dave.lovell@eurogeographics.org
T: +32 28 88 71 75
M: +32 484 663 345

The Office Manager carries out day to day administration of the Association and can be contacted as follows:

EuroGeographics Office Manager,
rue du Nord 76, 1000 Bruxelles
76 Noordstraat, 1000 Brussels

E : virginie.luppens@eurogeographics.org
T: +32.2.888.71.93
F: +32.2.888.71.94

Rule 10: Coming into force

This Version 1.0 of the Rules and Regulations has been approved by the current Full Members on 19th October 2011