

RULES AND REGULATIONS of the EuroGeographics Association

These Rules and Regulations, provided for in Article 12 of the Articles of Association, supplement the rules relating to the organisation and operating of the Association and define the conditions under which the Association's special activity, i.e. the Projects, shall be implemented.

Article 1 – Executive Director

One of the Active or Associate Member organisations of the Association shall provide EuroGeographics with the services of an Executive Director, who shall be responsible for managing the Association's activities and implementing its projects. If the services of such a person are not made available by a Member organisation, the Association shall hire an Executive Director as an employee.

In this respect, and with the authority conferred upon the Executive Director by the Management Board, the Executive Director shall be authorised, in particular, to hire staff and to sign contracts related to Projects. He shall 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 the implementations thereof.

However, any operation by the Executive Director that may commit the Association for an amount in excess or equal to EURO 30,000 must first be approved by the President in writing. The President will then inform the Management Board.

The Executive Director shall automatically be entitled to attend Management Board meetings and General Assemblies, without, however, having a voting right.

Article 2 – Organisation of the Association

2.1. Liaison between the Association and its Members

The Executive Director shall keep an up-to-date list of Active and Associate Members of the Association.

Any correspondence, and in particular all applications for membership or resignations, must be sent to the Executive Director in writing. He shall inform the Management Board, which shall give its opinion before such application or resignation, as the case may be, is approved by the General Assembly.

2.2. Management Board

The Executive Director shall keep an up-to-date list of members of the Management Board and, at the request of the President, shall convene the Management Board at least three (3) weeks before the date of the planned meeting.

Members who are unable to attend the meeting of the Management Board may be represented at the meeting by their chosen deputy, from their own organisation, provided that the member who is unable to attend provides the President in writing with the name of their deputy no later than the day before the planned meeting. The member's deputy shall have full power, as though the member was present to take part in decision-making.

The Management Board may, at its discretion, decide to exclude any member who has been absent at three (3) consecutive meetings or has been absent without having been represented at two (2) consecutive meetings. Such member shall then be replaced according to the same procedure as provided for in the event of vacancy under Article 10.3 of the Association's Articles of Association.

2.3. General Assemblies

The Executive Director shall convene the General Assemblies at the request of the persons authorised to do so. Notices, individually addressed, for the General Assembly may be sent to the relevant persons by e-mail.

The Executive Director shall act as the Secretary of the General Assemblies.

The costs of hosting General Assemblies are borne by the host Member. The Association may contribute to the costs of the General Assembly at a level determined in the budget.

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

The President may invite such visitors to General Assemblies as he considers appropriate to the circumstances. This may include nominations from Members. These individuals have no vote and are not financed by the Association, unless sanctioned explicitly by the President from budgeted funds. It shall be unusual to invite purely commercial interests to such an event.

Article 3 - Budget and Financial Statements

The General Assembly will approve the annual budget. Any changes to the budget during the year must be presented by the Executive Director to the Management Board for their approval. The Management Board must ensure that these changes do not threaten the financial viability of the Association.

The annual financial statements must be prepared by an accountant and approved by the Management Board before being submitted to the Annual General Assembly for its approval.

Article 4 – Travel and Subsistence Costs

All travel and subsistence costs are paid by Members themselves unless explicitly budgeted by the Association.

A contribution towards the travel and subsistence costs of Management Board members of the meeting(s) unrelated to the General Assembly is paid by the Association.

Article 5 – Knowledge Exchange Network

Any Member of the Association or the Executive Director may propose to the Management Board the creation or dissolution of a Knowledge Exchange Network.

Each proposal for the setting up of a Knowledge Exchange Network shall contain details of:

- a- the purpose and explicit goals of the work-plan of the Knowledge exchange Network;
- b- its lifetime;
- c- the name of the responsible chairperson;
- d- its budget

Knowledge Exchange Network members are accepted from any Member, Active or Associate, or from other countries or organisations, which, whilst not Members, are considered appropriate to the work of the Knowledge Exchange Network.

A short written report on the operations and achievements of each Knowledge Exchange Network shall be given to each General Assembly, supplemented by more up-to-date information delivered in oral form.

Each Knowledge Exchange Network is expected to be financed by those organisations whose members of staff are participating unless funds are included in

the Association's budget. The Chairperson of each Knowledge Exchange Network notifies the Executive Director of their meetings, and sends copies to him of all relevant papers.

Article 6 - Projects

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

As such, these products or services shall bear the EuroGeographics trademark.

6.2. EuroGeographics may initiate these Projects. In this case, it shall act as Project co-ordinator or appoint an organisation to act as such.

A group of Members may also initiate these Projects. In this case, they shall appoint an organisation to act as Project co-ordinator.

6.3. In both cases, the Projects shall only be authorised to bear the EuroGeographics trademark after the Management Board has formally agreed to the definition of the Project and to the quality control procedure for the product or service that the Project provides.

Moreover, EuroGeographics may, as the case may be, decide to assume or accept responsibility of all or part of the distribution of the product or service involved in the Project or any other task related to the carrying through or the marketing of the Project.

As the case may be, EuroGeographics may be remunerated for its role.

On the basis of a decision by the Management Board, EuroGeographics may agree to make a financial contribution to certain stages of the Project.

The various points of this Article 6.3 shall be covered by an agreement signed by EuroGeographics and the Members participating in said Project represented, if need be, by the Project co-ordinator ("Project Agreement"). Such Project Agreement shall provide in particular for the ownership rights in the products or services provided by the Projects and which bear the EuroGeographics trademark and describe the necessary management controls required to ensure successful delivery of the project.

6.4. 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 in question,

b- funds from outside bodies, such as the European Commission,

- c- sales revenues from the on-going exploitation of part of the Project,
- d- assistance from EuroGeographics.

The terms and conditions under which certain Members that have financially contributed to a Project by way of non-remunerated loans will be reimbursed of the sums granted under such loan, shall be provided for in the Project Agreement

Any revenues generated by the projects, after reimbursement of the loans mentioned in the preceding paragraph, shall be allocated to EuroGeographics

The present Rules and Regulations have been approved by the current Active Members on 22nd September 2009

Magnús Guðmundsson

François Brun

President

Vice-President