

**DEED OF INCORPORATION
OF THE**

**International Non-Profit
Organisation
EuroGOOS**

“EuroGOOS”

International Non-Profit Organisation

Avenue Louise 231

1050 Ixelles

**FORMATION- ARTICLES OF ASSOCIATION -
APPOINTMENTS**

THE YEAR TWO THOUSAND AND TWELVE

ON [date]

HAVE APPEARED:

[Insert list of founding members including (corporate) name, (corporate) purpose, legal form, registered address, and if so applicable, their company or trade register number]

Representation

The appearing parties mentioned sub [number of parties represented] are here validly represented by [representative] pursuant to powers of attorney which shall remain attached to this deed

The parties appearing, [represented as aforementioned,] hereinafter referred to individually as “Member” and collectively as “Members”, have asked me, the undersigned civil-law notary, to establish, by authentic deed, the formation and the Articles of Association of the International Non-Profit Organisation mentioned hereafter, which they declare to have established as follows:

PREAMBLE

WHEREAS, EuroGOOS was established as an informal association without legal personality on 14 December 1994 in Rome;

WHEREAS, in order to strengthen and further the development and achievements of the association, a new constitutional agreement was entered into on 3 December 1999 with a view to providing a regulatory framework for the co-ordination of projects, administration of subscriptions from members, the planning and conduct of meetings, the support for subsidiary bodies and committees, and accountability of the use of resources;

WHEREAS, EuroGOOS has been exploring to establish a transformation of the existing informal association into a body with legal personality separate from its members with a view to increasing its efficiency, improving its representation of members' views, and establishing the capacity to present project proposals and, if successful, to sign contracts or agreements in its own name with third parties including the EC or other European bodies to advance the collective objectives of its members;

NOW, THEREFORE, the undersigned have agreed to establish an International Non-Profit Organisation governed by the laws of Belgium, particularly Title III of the Act of 27 June 1921 on non-profit organisations, foundations and international non-profit organisations (hereinafter, the "**Act**"), and by the present Articles of Association.

ARTICLES OF ASSOCIATION

ARTICLE 1

Name

1. The organisation's name is "EuroGOOS" (hereinafter, the "Organisation"). The Organisation is incorporated as an International Non-profit Organisation (*association internationale sans but lucratif* or abbreviated *AISBL*) in accordance with the Belgian Act of 27 June 1921 on the non-profit organisations, the international non-profit organisations and the foundations, as amended from time to time, first published in the Belgian State Gazette of 1 July 1921 (the "**Act**").
2. All instruments, invoices, announcements, publications and other documents (including electronic communication) produced by the Organisation shall mention the name of the Organisation and this name shall always be preceded or followed by the words "association internationale sans but lucratif" or the abbreviation "AISBL" and indicate the registered office of the Organisation.

ARTICLE 2

Purpose

1. The Organisation, which does not seek financial gain, aims to work in the collective interest of its members to improve the quality and cost effectiveness in the production of operational oceanographic services at national, regional and global levels.
2. More specifically the purpose of the Organisation is:
 - (i) Identify European priorities for operational oceanography;
 - (ii) Promote operational oceanography and the development of underpinning science and technology at regional and global scales;
 - (iii) Foster cooperation and coordination within operational oceanography at regional and global scales, including the establishment or recognition,

support and coordination of Regional Operational Oceanographic Systems (ROOSs);

- (iv) Promote and coordinate the development of commonly available, operational, observation and model-based, products and services; and
 - (v) Ensure coordination of the European contribution to sustained marine observational systems necessary to meet the requirements for all marine-related purposes, including research, operational oceanography, and regular assessments of the state of our seas and oceans.
3. To achieve that purpose, the Organisation shall also represent its Members, collectively, vis-à-vis the appropriate third parties, including public authorities or public bodies such as the relevant institutions of the European Union (including, but not limited to, the European Commission). Within its mission, the Organisation shall, *inter alia*, act as an interface between its Members and third parties to enable in areas of collective interest of the Members (i) enhancement of coordination and co-operation among the Members; (ii) participation in calls for proposals in respect of (externally funded) projects; and (iii) the signing of agreements or contracts with relevant third parties, including external funding of activities.
4. The Organisation can also take any interest in a legal entity if this would further the achievement of the abovementioned non profit objectives.

In addition, the Organisation may carry out all activities, both in Belgium and abroad, which directly or indirectly further or promote the achievement of the abovementioned non profit objectives, including secondary commercial and profitable activities within the boundaries of what is legally accepted and of which the profits shall always be fully reserved for the realisation of the non profit objectives.

ARTICLE 3

Registered Office

1. The registered office of the Organisation is established at Avenue Louise 231, 1050 Ixelles, Belgium.

2. The registered office may be transferred to any other location in Belgium in accordance with the applicable legislation on languages by the Executive Directors Board. This decision constitutes an amendment to the articles of association. The Executive Directors Board shall publish any change to the address of the Organisation's registered office in the Annexes to the *Belgian State Gazette*.
3. The Executive Directors Board is also authorized to set up administrative offices and branches both in Belgium and abroad.
4. The registered office of the Organisation shall be mentioned clearly visible on all documents produced by the Organisation.

ARTICLE 4

Members

1. The Organisation is composed of its signatory members and members that are subsequently admitted (together the "**Members**").
2. All the Organisation's Members fall within the same, single category of members and will have equal rights and obligations, as further specified herein and having regard to the provisions of article 12.1 of these Articles of Association.
3. By the mere fact of their membership, the Organisation's Members shall abide by the articles of association, the internal rules that will be adopted by the Members and amended from time to time thereafter, pursuant to article 8.6 of these Articles of Association ("**Internal Rules**") and decisions taken at the annual and extraordinary general meetings.

ARTICLE 5

Resignation of a Member

1. A Member may decide to leave the Organisation. Notification shall be made in writing to the Chairperson as defined below at least six months prior to 31 December of the relevant year. Its departure shall take effect at 1 January of the following year

2. In the case of one or more Members leaving the Organisation, the Organisation shall continue with the remaining Members. The Organisation should have at least two Members. In the event that only one Member remains, the remaining Member will take the necessary steps to have a second Member admitted within forty-five days.
3. Any Member who, through resignation, ceases to belong to the Organisation, shall not be entitled to any share of the Organisation's funds and may not claim a refund of membership dues previously paid.

ARTICLE 6

Exclusion of a Member

1. In the event of a Member putting the Organisation's activities at risk by not meeting its obligations or commitments vis-à-vis the Organisation, included but not limited to any payment obligations, the General Meeting may decide the exclusion of that Member, whereby such Member shall not be taken into account for presence or approval quorum.
2. Any Member who, through exclusion, ceases to belong to the Organisation, shall not be entitled to any share of the Organisation's funds and may not claim a refund of membership dues previously paid.

ARTICLE 7

New members

1. New members must be admitted by the General Meeting. Admission guidelines and criteria are set out in the Internal Rules, it being understood that at least the (corporate) purpose of the candidate member should be compatible with the purpose of the Organisation.
2. Members who on the date of these Articles of Association are members of the EuroGOOS association but who are not founding members of the Organisation shall

be automatically admitted as a Member upon notification of their written request for affiliation addressed to the Organisation.

ARTICLE 8

Annual Meeting and Extraordinary General Meetings

1. The Members' general meeting ("**General Meeting**") shall be composed of one (1) representative for each Member. Representatives may be assisted by advisers.
2. A Member may represent up to two (2) other Members at a General Meeting. A written power of attorney shall be required for that purpose. The represented Member(s) shall then be considered as present.
3. The Organisation shall in each calendar year hold an annual General Meeting (the "**Annual Meeting**") in addition to any other General Meetings in that year ("**Extraordinary General Meeting**") and shall specify the meeting as such in the notices calling it. The Annual Meeting shall be held at the registered office of the Organisation in the month of May. The Members, by unanimous vote, can however decide to hold the Annual Meeting of a given year at another place and/or advance or postpone such Annual Meeting, provided that the annual accounts of the Organisation are prepared and approved timely in accordance with Belgian law.
4. The General Meeting shall appoint a chairperson and a vice-Chairperson of the Organisation (the "**Chairperson**" and the "**Vice-Chairperson**") for three years, eligible for re-election only once for two years, giving a maximum term of five years. The Chairperson and Vice-Chairperson shall be selected among the members of the Executive Directors Board. The Chairperson and Vice-Chairperson shall be appointed by a simple majority of those Members present and voting.
5. Major items of policy shall be discussed and decided at the Annual Meeting, including the establishment of projects, formation of subsidiary bodies, establishment and recognition of ROOSs, review of work, with instructions and guidance for the Executive Directors Board for the coming year. If useful or necessary, such items can also be discussed in an Extraordinary General Meeting.

6. The General Meeting shall from time to time make and adopt, alter, supplement or repeal the Internal Rules as it shall deem appropriate for the proper conduct of the Organisation.
7. The Annual Meeting shall receive reports from the chairperson of the Executive Directors Board and the Secretary General. The annual accounts on the previous financial year as well as the budget for the following year, shall be submitted for approval to the Annual Meeting. The membership contribution shall be fixed by the Annual Meeting. If the Annual Meeting fails to approve the amount of the fees, the membership contribution of the previous year will remain in force.
8. Appointment of the members of the Executive Directors Board shall be conducted at the Annual Meeting, unless a director has resigned and a new director needs to be appointed (in which case the appointment can also take place in an Extraordinary General Meeting). The members of the Executive Directors Board shall be appointed by a simple majority of those Members present and voting. Dismissal of an Executive Director is also decided by the General Meeting in accordance with Article 10.11. Admission of new Members shall be conducted at a General Meeting.
9. The Executive Directors Board may call a General Meeting and, on the request of 25 per cent of the Members, shall forthwith proceed to convene a General Meeting. The date of such meeting should be decided within three (3) weeks of receipt of the request.
10. An Annual Meeting and a General Meeting called for the passing of any resolution shall be called by at least thirty-one days' notice. A General Meeting may be called by shorter notice if this is agreed by all the Members entitled to attend and vote at the meeting. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of the Annual Meeting, shall specify the meeting as such.

11. No business shall be transacted at any meeting unless a quorum of the Members is present. The presence of one third of the Members shall constitute the necessary quorum.
12. Resolutions of the Annual Meeting and General Meetings shall be recorded in a register and signed by the Chairperson and Vice-Chairperson. The register is kept at the Organisation's registered office and is open to all Members for inspection.
13. Third parties may ask to be informed about the resolutions of the General Meetings.. Their written request, giving reasons, should be sent to the Executive Directors Board, which is solely authorized to deal with the request.

ARTICLE 9

Voting and Consensus at General Meetings

1. Unless expressly specified otherwise in these Articles of Association or in the law, all issues raised at any General Meeting shall, if possible, be decided with the unanimous consent of all Members present at such meeting and all Members shall use their respective reasonable endeavours to reach consensus in relation to all issues at each meeting.

If on any matter relating to the affairs of the Organisation has been deliberated by a General Meeting and no decision or resolution has been taken at the meeting in relation to the matter by reason of the non-unanimous consent of all Members present and voting, such matter shall be carried over to a further General Meeting to be held within three months of the date of the meeting at which the matter was first raised (the “**Adjourned Meeting**”), unless it is specifically stated in these Articles of Association that unanimity of votes is required for a specific matter.

Pending the Adjourned Meeting, the Members shall continue to use their reasonable endeavours to liaise with each other to obtain a common consensus with a view to agreeing the matter to be decided at the Adjourned Meeting.

If, at an Adjourned Meeting and following an appropriate period of debate, a matter cannot be agreed upon by all Members present and voting, then the matter shall be decided by a majority of 75 per cent of those Members present and voting.

2. Each Member has one (1) vote.

ARTICLE 10

Executive Directors Board

1. The activities of the Organisation shall be managed by the executive directors board (*Conseil d'administration/Raad van Bestuur*) ("**Executive Directors Board**").
2. The Executive Directors Board shall be fully empowered to govern and manage the Organisation, save for those powers reserved for the General Meeting.
3. Unless otherwise determined by resolution of the General Meeting, the number of Executive Directors shall not be less than four and shall not be more than seven.
4. Executive Directors are appointed by the Annual Meeting for three years, eligible for re-election only once for three years, giving a maximum term of six years. If an Executive Director has resigned or is dismissed and a new director needs to be appointed, such decision can also take place in an Extraordinary General Meeting. As a departure from this rule, the first Executive Directors shall be appointed by the founders of the Organisation which can determine the term of the mandate at their discretion. If a director needs to be appointed in replacement of a director which has resigned or is dismissed, such new Executive Director shall be appointed for the remainder of the term of office of the Executive Director which resigned or was dismissed.
5. Any Executive Director may resign prior to the expiry of his term by giving notice to the Organisation, but shall remain in office until his or her replacement has been ensured.

6. An Executive Director may, and the Secretary General at the request of an Executive Director shall, call a meeting of the Executive Directors Board. Questions raised at a meeting of the Executive Directors Board shall, if possible, be decided with the unanimous consent of all Executive Directors present at such meeting. If consensus cannot be reached, then the matter shall be decided by a two thirds majority of those present and voting. Each Executive Director has one vote. An Executive Director may grant a power of attorney to another Executive Director for a meeting in which case he shall be deemed present at such meeting.
7. The presence of a simple majority of the Executive Directors shall constitute the quorum in order to validly deliberate and decide on the items on the agenda.
8. The Chairperson of the General Meeting shall also act as the chairperson of the Executive Directors Board. The chairperson of the Executive Directors Board shall preside at every meeting of the Executive Directors Board at which he is present.
9. An Executive Director shall not vote at a meeting of the Executive Directors Board on any resolution concerning a matter in which he has, directly or indirectly, a patrimonial interest or duty which conflicts or may conflict with the interests of the Organisation.
10. The Organisation is validly represented towards third parties or in justice by the Chairperson or, in his absence, the Vice-Chairperson or, if upon special mandate by the Executive Directors Board, by another Executive Director. The Executive Directors Board can mandate the Secretary General to validly represent and legally bind the Organisation, with respect to all matters or only with respect to the daily management matters; such decision, if any, shall be published in the Belgian State Gazette. The Organisation can also be validly represented by special proxyholders, acting within the limits of their authority.
11. The General Meeting may revoke the mandate of an Executive Director by unanimous vote of the Members present at the General Meeting (with exception of the Member which is linked to the Executive Director in question, if such link is existing). In addition, each Member may request the dismissal of an Executive

Director in court, in which case the court shall decide whether there are any severe grounds as to dismiss such Executive Director. If the court decides that there are indeed severe grounds for dismissal, the Executive Director in question shall be dismissed by means of the court order.

ARTICLE 11

Secretariat Office

1. Subject to these Articles of Association, the secretary general ("**Secretary General**") and other secretariat staff (constituting jointly the "**Secretariat Office**") are appointed or removed from office by the General Meeting. The procedure for advertising the posts, selecting candidates and appointing the staff of the Secretariat Office is set out in the Internal Rules.
2. The Secretary General shall be responsible for the administration of the Secretariat Office and shall support the policies of the Organisation, implementing where appropriate the decisions authorized by the General Meetings and the Executive Directors Board. Specifically, the Secretary General shall:
 - (i) Implement policy and technical decisions taken by the General Meeting and the Executive Directors Board; perform any other tasks as assigned by the General Meeting or the Executive Directors Board;
 - (ii) Support the Members and the Executive Directors in preparing for plenary meetings, committees and workshops; prepare of draft agendas, co-ordinate invitation lists and publicizing any such events;
 - (iii) Prepare and distribute minutes of meetings (including but not limited to the minutes of General Meetings and meetings of the Executive Directors Board);
 - (iv) Support fund-raising efforts through preparation of proposals, arranging meetings, contacting potential donor associations, as directed by the General Meeting and the Executive Directors Board;
 - (v) Serve as a point of contact for external associations interacting with the Organisation, responding to requests for information;

- (vi) Represent the Organisation or arrange for the Organisation to be represented as appropriate at meetings, conferences and other events, as directed by the Executive Directors Board;
- (vii) Establish and maintain contact with major related European programmes and organisations and with related EuroGOOS bodies and regions to ensure up-to-date knowledge and swift exchange of information;
- (viii) Manage the EuroGOOS website, as directed by the Executive Directors Board, and arrange for maintenance of the Organisation's website;
- (ix) Preparation and circulation among the Members of status reports and news items through a combination of electronic and printed media;
- (x) Assist with the preparation, distribution and marketing of publications;
- (xi) Manage the Organisation's budget and assist in the preparation of the Organisation's accounts and the budget;
- (xii) Circulate the latest version of the Internal Rules among the Members;
- (xiii) Collect the membership contributions;
- (xiv) Participate in General Meetings and Executive Directors Board meetings;
- (xv) Report on his or her activities to the Executive Directors Board on a regular basis.

3. The Secretariat Office shall be located at the registered seat of the Organisation.
4. The running cost of the Secretariat Office (including the salary cost of the Secretary General and the Secretariat staff) shall be covered by the membership contributions owed annually by the Members to the Organisation.

ARTICLE 12

Membership contributions – Other financing of the Organisation

1. The running cost of the Organisation (including the running cost of the Secretariat Office) shall be shared by the Members, by way of membership contributions, in the amount and manner provided for in the Internal Rules.
2. The Organisation may attract external funding from international or EU bodies, institutions or Organisations and it may also take and accept any gift of money,

property or other assets, in each case in furtherance of its purpose and in the collective interest of its Members, in accordance with the applicable laws.

ARTICLE 13

Financial year – Annual Accounts

1. The financial year of the Organisation starts on 1 January and ends on 31 December of each year. The first financial year starts on the date of incorporation of the Organisation and ends on 31 December 2013.
2. The Executive Directors Board shall prepare the annual accounts of the Organisation in accordance with the Act and implementing legislation (as amended from time to time). The annual accounts shall be presented to the Annual Meeting for approval within six months following the closing of the financial year and, to this end, must be communicated to the Members at least fifteen days prior to the date of such meeting.
3. The General Meeting may appoint one or several auditors to audit the financial position of the Organisation and its accounts. The selection shall be made outside of the Members. The mandate of the auditor(s) is for one year and can be renewed by the General Meeting. The auditor(s) shall report annually to the Annual Meeting.
4. If at any time (at least) one of the Members is required to appoint a statutory auditor or if the Organisation would be required pursuant to applicable law to appoint a statutory auditor, the Organisation itself shall also appoint a statutory auditor (*commissaire*). In such event, the statutory auditor shall be appointed by the General Meeting for a renewable term of three years among the members of the (Belgian) Institute of Statutory Auditors (*Institut de réviseurs d'entreprises/Instituut van bedrijfsrevisoren*). If a statutory auditor is so appointed, the preceding subclause 3 shall cease to apply. The auditor(s) shall report annually to the Annual Meeting.

ARTICLE 14

Co-operation with third parties

1. For the realisation of its purpose, and where the General Meeting confirms doing so furthers the collective objectives of the Members of the Organisation, the General Meeting may decide to establish a cooperation or to enter into contracts with third party entities outside the Organisation. Any such co-operation or contract shall be properly documented in writing.
2. Each co-operation agreement shall specify rights and obligations of the Association and of the co-operating entity in the carrying out of the subject-matter of the cooperation. A representative of the co-operating entity may be invited as an observer (without voting rights) to the discussion of relevant points in the General Meetings.
3. The Organisation shall be entitled, subject to confirmation by the General Meeting that doing so furthers the collective objectives of the Members of the Organisation, to participate in consortia with Members and/or third parties, or otherwise to cooperate with Members and/or third parties, in the context of calls for proposals in respect of externally funded projects.

ARTICLE 15

Disputes

1. In case of a dispute between Members or groups of Members, maximum efforts shall be made to solve it amicably.
2. If the dispute cannot be settled amicably, any of the parties may decide, by written notification, the recourse to an arbitration procedure provided the dispute has not been brought already to an existing jurisdiction.

From the date of the notification, each party must choose one arbitrator within two months. The Chairperson appoints the arbitrators in case it has not been designated by the relevant party in due time or in case there are more than two parties. Within two months the two arbitrators shall designate a third arbitrator who will act as chairperson. If they fail to do so, the Chairperson shall appoint the third arbitrator. The arbitrators shall decide by simple majority on the dispute. They may not abstain

from voting. The parties to the dispute shall be bound by the arbitral award. The cost of the arbitration procedure shall be borne equally by the parties to the dispute.

ARTICLE 16

Entry into force

1. After the date on which the present deed of incorporation, including these Articles of Association, is signed by all founding Members, the present deed, these Articles of Association, and all other documents required by law and by the practice of the Federal Public Service of Justice, shall without delay be deposited with the Federal Public Service of Justice for the granting of legal personality to the Organisation by Royal Decree, pursuant to which the Organisation shall be deemed incorporated.
2. These Articles of Association enter into force on the date of the Royal Decree granting legal personality.

ARTICLE 17

Duration

1. The Organisation is established for indefinite duration.
2. The dissolution of a legal person that is a Member of the Organisation shall not lead to the dissolution of the Organisation, unless otherwise decided by the General Meeting with unanimity of votes cast of all other Members.
3. The General Meeting may decide to dissolve and liquidate the Organisation with unanimity of votes cast of all Members. In such a case, the General Meeting shall decide on the appropriate arrangements in accordance with applicable law. After the decision to dissolve the Organisation, the Organisation should indicate on all documents prepared and sent by it that it is "in liquidation".

4. The General Meeting shall appoint liquidators, establish their powers and decide how to allocate the liquidation surplus, which shall be transferred to another association having a purpose that corresponds to the aims of the Organisation or, in the absence thereof, to another non-profit purpose.

ARTICLE 18

Language

1. The official language of the Organisation for Belgian legal purposes is French. English is the working language. All documents of the Organisation which are prescribed by law, must be drafted in the French language.
2. The original text of these Articles of Association has been drawn up in French. An English translation shall be available, being equally authentic to the French version. In the event that differences occur between the English language translation and the original French language document, the latter shall prevail.

ARTICLE 19

Amendment

1. Any amendment to these Articles of Association shall be in writing and shall require unanimous consent of all Members at the General Meeting.
2. Amendment of the purpose and the activities of the Organisation shall only be effective after approval by a Royal Decree in accordance with article 50, §3 of the Act. Amendments to the powers, the procedure of convocation and the decision-making of the General Meeting, the conditions on which the members are informed of its decisions, the conditions for making amendments to the articles of association, the dissolution and liquidation of the Organisation and the allocation of the assets of the Organisation, must be executed before a Belgian notary in accordance with article 50, §3 of the Act.

ARTICLE 20

Limited liability

1. The Organisation is a legal entity with its proper assets and liabilities, separate from those of its Members, that may be employed and contracted solely for the achievement of the purpose of the Organisation as defined in these Articles of Organisation.
2. No Member may lay claim on the assets of the Organisation, nor will any Member be held personally liable for the liabilities contracted by or action brought against the Organisation.

ARTICLE 21

Competent Court

1. The courts of the judicial district in which the Organisation's registered office is located shall have exclusive jurisdiction to hear any disputes that may arise between the Organisation, its Members, Executive Directors, Secretary General, statutory auditors and liquidators concerning the Organisation's activities and the execution of these Articles of Association.

ARTICLE 22

Final disposition

1. Everything that is not regulated by the present Articles of Association will be subject to the dispositions of Chapter III of the Act.

RESOLUTIONS OF THE APPEARING PARTIES

GENERAL MEETING

The Articles of Association being established as mentioned hereabove, the general meeting has been convened immediately, which has decided to appoint as members of Executive Directors Board and of the Secretariat office:

1. For the Executive Directors Board:

[insert Executive Directors, including residence, birthday and -place and national number or passport number]

Their mandate shall end on [date].

2. For the Secretariat Office:

[insert Secretariat Staff including residence, birthday and -place and national number or passport number]

Their mandate shall end on [date].

POWER OF ATTORNEY

All powers are granted to Mr Pascal FAES, or any other lawyer of the lawfirm NautaDutilh, with choice of domicile at 1000 Brussels, Chaussée de La Hulpe 120, Belgium, with power of substitution, to the purpose of fulfilling all formalities at the Crossroads Bank of Enterprises (Banque Carrefour des Entreprises / Kruispuntbank van Ondernemingen) which are necessary as a result of the decisions taken above.

AS WITNESS THE HANDS OF THE PARTIES.

Done and passed at Brussels, at the Office of [notary public], [address].

Date as mentioned above.

After lecture, the parties have signed with Us, Notary public.