



**EuroGOOS**  
European Global Ocean  
Observing System

**EuroGOOS Executive Board Meeting  
29 January 2019**

**1. Agenda Item 10: Executive Board rules and elections**

**Meeting Document 10.2: EuroGOOS statute**

**DEED OF INCORPORATION  
OF THE**

**International Non-Profit  
Organization  
EuroGOOS**

**“EuroGOOS”**

International Non-Profit Organization

Avenue Louise 231

1050 Ixelles

**FORMATION- ARTICLES OF ASSOCIATION -  
APPOINTMENTS**

THE YEAR TWO THOUSAND AND TWELVE

ON \_\_\_\_\_

**HAVE APPEARED:**

1. **The Royal Belgian Institute of Natural Sciences**, services of the prime minister, with registered office at Vautierstraat 29, B-1000 Brussels, Belgium, registered with the Crossroads Enterprise Bank under the number BE0353.070.496; and
2. **Havforskningsinstituttet**, with registered office at Nordnesgaten 50, 5817 Bergen, Norway, registered under the number 971349077.

**Representation**

The appearing parties mentioned sub1 and 2 are here validly represented by \_\_\_\_\_

\_\_\_\_\_

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 Organization 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 Organization governed by the laws of Belgium, particularly Title III of the Act of 27 June 1921 on non-profit organizations, foundations and international non-profit organizations (hereinafter, the "**Act**"), and by the present Articles of Association.

# ARTICLES OF ASSOCIATION

## ARTICLE 1

### Name

1. The organization's name is "EuroGOOS" (hereinafter, the "Organization"). The Organization is incorporated as an International Non-profit Organization (*association internationale sans but lucratif* or abbreviated *AISBL*) in accordance with the Belgian Act of 27 June 1921 on the non-profit organizations, the international non-profit organizations 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 Organization shall mention the name of the Organization 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 Organization.

## ARTICLE 2

### Purpose

1. The Organization, 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 Organization 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 Organization 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 Organization 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 Organization can also take any interest in a legal entity if this would further the achievement of the abovementioned non profit objectives.

In addition, the Organization 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 realization of the non profit objectives.

### **ARTICLE 3**

#### Registered Office

1. The registered office of the Organization 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 Organization'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 Organization shall be mentioned clearly visible on all documents produced by the Organization.

## **ARTICLE 4**

### Members

1. The Organization is composed of its signatory members and members that are subsequently admitted (together the "**Members**").
2. All the Organization'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 Organization'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 Organization. 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 Organization, the Organization shall continue with the remaining Members. The Organization 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 Organization, shall not be entitled to any share of the Organization'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 Organization's activities at risk by not meeting its obligations or commitments vis-à-vis the Organization, 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 Organization, shall not be entitled to any share of the Organization'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 Organization.
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 Organization shall



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

## **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 Organization 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 Organization 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 Organization are prepared and approved timely in accordance with Belgian law.
4. The General Meeting shall appoint a chairperson and a vice-Chairperson of the Organization (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. As a departure from this rule, the first Chairperson and Vice-Chairperson shall be appointed by the founders of the Organization which can determine the term of the mandate at their discretion. 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 Organization.
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 Organization'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 Organization 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 Organization shall be managed by the executive directors board (*Conseil d'administration*) ("**Executive Directors Board**").
2. The Executive Directors Board shall be fully empowered to govern and manage the Organization, 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 Organization 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 Organization, 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 Members 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 Organization.
10. The Organization 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 Organization, 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 Organization 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 Organization, 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 Organization, responding to requests for information;

- (vi) Represent the Organization or arrange for the Organization 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 organizations 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 Organization'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 Organization's budget and assist in the preparation of the Organization'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 Organization.
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 Organization.

## **ARTICLE 12**

### Membership contributions – Other financing of the Organization

1. The running cost of the Organization (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 Organization may attract external funding from international or EU bodies, institutions or organizations 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 Organization starts on 1 January and ends on 31 December of each year. The first financial year starts on the date of incorporation of the Organization and ends on 31 December 2013.
2. The Executive Directors Board shall prepare the annual accounts of the Organization 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 Organization 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 the Organization would be required pursuant to applicable law to appoint a statutory auditor, a statutory auditor (*commissaire*) shall be appointed by the General Meeting for a renewable term of three years among the members of the (Belgian) Institute of Statutory Auditors (*l'Institut belge des réviseurs d'entreprises*). 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 realization of its purpose, and where the General Meeting confirms doing so furthers the collective objectives of the Members of the Organization, the General



Meeting may decide to establish a cooperation or to enter into contracts with third party entities outside the Organization. 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 Organization shall be entitled, subject to confirmation by the General Meeting that doing so furthers the collective objectives of the Members of the Organization, 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, unless one of the parties to such dispute is prohibited by law from participating in any arbitration procedure.

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 Organization by Royal Decree, pursuant to which the Organization 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 Organization is established for indefinite duration.
2. The dissolution of a legal person that is a Member of the Organization shall not lead to the dissolution of the Organization, 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 Organization 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 Organization, the Organization 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 Organization or, in the absence thereof, to another non-profit purpose.

## **ARTICLE 18**

### Language

1. The official language of the Organization for Belgian legal purposes is French. English is the working language. All documents of the Organization 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. 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 Organization 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 Organization and the allocation of the assets of the Organization, must be executed before a Belgian notary in accordance with article 50, §3 of the Act.

## **ARTICLE 20**

### Limited liability

1. The Organization 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 Organization as defined in these Articles of Organization.
2. No Member may lay claim on the assets of the Organization, nor will any Member be held personally liable for the liabilities contracted by or action brought against the Organization.

## **ARTICLE 21**

### Competent Court

1. The courts of the judicial district in which the Organization's registered office is located shall have exclusive jurisdiction to hear any disputes that may arise between the Organization, its Members, Executive Directors, Secretary General, statutory auditors and liquidators concerning the Organization'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, Secretary General and as Chairperson and Vice-Chairperson:

1. For the Executive Directors Board:

- a. **Prof. Dr. Dr. h.c. Peter Ehlers**, residing at Hans-Matthiessen-Strasse 24, 21029 Hamburg, Germany, born on 30 August 1943 in Flensburg, Germany, whose mandate shall take an end at the annual general meeting to be held in 2013. He cannot be re-elected as member of the Executive Directors Board.
- b. **Mr. Johannes Harm Oterdoom**, residing at Archipel 1566, 8224GE Lelystad, the Netherlands, born on 23 November 1954 in Groningen, the Netherlands, whose mandate shall take an end at the annual general meeting to be held in 2015. He cannot be re-elected as member of the Executive Directors Board.
- c. **Mr. Hans Erik Buch**, choosing domicile at Danish Meteorological Institute, Lyngbyvej 100, 2100 Copenhagen OE, Denmark, born on 18 January 1950 in Guldborgsund, Denmark, whose mandate shall take an end at the annual general meeting of 2018. He cannot be re-elected member of the Executive Directors Board.
- d. **Mr. Michael James Bell**, residing at Sherbrooke, Elsdon Lane, West Hill, Ottery St Mary, EX11 1UB, United Kingdom, born on 15 April 1961 in Banstead, United Kingdom, whose mandate shall take an end at the annual general meeting to be held in 2013. He can be re-elected as member of the Executive Directors Board.
- e. **Mr. Pierre Yves Le Traon**, choosing domicile at 810 Rue Hermès, Parc Technologique du Canal, 31520 Ramonville, France, born on 13 June 1962 in Saint-Germain-en-Laye, France, whose mandate shall take an end at the annual general meeting to be held in 2013. He can be re-elected as member of the Executive Directors Board.

- f. **Mr. Alessandro Crise**, choosing domicile at Istituto Nazionale di Oceanografia e di Geofisica Sperimentale, Bgo Grotta Gigante 42/c, 34010 Sgonico, Italy, born on 14 August 1952 in Trieste, Italy, whose mandate shall take an end at the annual general meeting to be held in 2015. He cannot be re-elected as member of the Executive Directors Board.
- g. **Mr. Johnny A. Johannessen**, choosing domicile at Nansen Environmental and Remote Sensing Center, Thormoehlensgate 47, N-5006 Bergen, Norway, born on 9 December 1953 in Bergen, Norway, whose mandate shall take an end at the annual general meeting to be held in 2013. He can be re-elected as member of the Executive Directors Board.

2. As Secretary General:

**Mr. Konstantinos Nittis**, residing at Ipsilandou 31, 17455 Athens, Greece, born on 11 March 1964 in Athens, Greece, whose mandate shall take an end at the annual general meeting to be held in 2017. He can be re-elected as Secretary General.

3. As Chairperson:

**Prof. Dr. Dr. h.c. Peter Ehlers**, residing at Hans-Matthiessen-Strasse 24, 21029 Hamburg, Germany, born on 30 August 1943 at Flensburg, Germany, whose mandate shall take an end at the annual general meeting to be held in 2013. He cannot be re-elected as Chairperson.

4. As Vice-chairperson:

**Mr. Hans Erik Buch**, choosing domicile at Danish Meteorological Institute, Lyngbyvej 100, 2100 Copenhagen OE, Denmark, born on 18 January 1950 in Guldborgsund, Denmark, whose mandate shall take an end at the annual general meeting of 2013. He cannot be re-elected as Vice-chairperson.

The General Assembly also decides to not appoint a statutory auditor since the Organization will not meet the size criteria as set forth by the applicable law and that the first financial year of the Organization shall take an end on 31 December 2013.

## **POWER OF ATTORNEY**

To give a power of attorney, in the name and on behalf of the undersigned, to Mtr. Virginie Ciers, Mtr. Olivier Van Raemdonck and/or any other lawyer of the law firm of NautaDutilh, located at 1000 Brussels, Chaussée de la Hulpe 120, to notary Gérard Indekeu and Dimitri Cleenewerck de Crayencour, with offices at Louizalaan 126, 1000 Brussels, as well as to the « guichet d'entreprises » of the chamber of commerce, each acting individually and with the power to sub-delegate his/her authority, in order to proceed with any formality generally necessary or useful in relation to the formation of the Organization and to the request for legal personality, including the power to sign and file the request for the legal personality with the Ministry of Justice, the registration of the Organization with the Crossroad Enterprise Bank, to file any document with the competent clerk's office and to proceed with any formalities relating to the publication in the Annexes of the Belgian State Gazette as well as any other necessary or useful formality.

AS WITNESS THE HANDS OF THE PARTIES.

Done and passed at Brussels, at the Office of notary Gérard Indekeu and Dimitri Cleenewerck de Crayencour, with offices at Louizalaan 126, 1000 Brussels.

Date as mentioned above.

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