

# DEED OF INCORPORATION OF THE

## International Non-Profit Organisation EuroGOOS

**"EuroGOOS"**

International Non-Profit Organization  
Rue Vautier 29  
1000 Bruxelles

### ARTICLES OF ASSOCIATION

#### ARTICLE 1

Name

1. The association's name is "EuroGOOS" (hereinafter, the "Association"). The Association is incorporated as an International non-profit association (*association internationale sans but lucratif* or abbreviated *AISBL*) in accordance with Part III – Book X of the Code on Companies and Associations (the "CCA").

2. All instruments, invoices, announcements, publications and other documents (including electronic communication) produced by the Association shall mention the name of the Association 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 Association, and, if applicable, the website and e-mail address of the Association.

#### ARTICLE 2

Purpose

1. The Association, 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 (contribution to GOOS).

2. More specifically the purpose of the Association 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 Association 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 Association 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 cooperation 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 Association can also take any interest in a legal entity if this would further the achievement of the abovementioned non-profit objectives.

In addition, the Association 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 office of the Organization is established in the Brussels Region, 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 Association's registered office in the Annexes to the *Belgian State Gazette*. However, if, due to the transfer of the office, the language of the articles of association has to be changed (according to the language regulations applicable in this new region), only the General Assembly has the power to take this decision.

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 Association shall be mentioned clearly visible on all documents produced by the Association.

## **ARTICLE 4**

### Members

1. The Association is composed of its signatory members and members which are subsequently admitted (together the "**Members**").
2. All the Association's Members fall within the same, single category of members and will have equal rights and obligations (subject to the amount of the membership fees), 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 Association'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 8.8 of these Articles of Association ("**Internal Rules**") and decisions taken at the General Assembly and Extraordinary General Assembly meetings. The version of the Internal Rules currently in force is the latest version approved by the General Assembly on 25 May 2022.

## **ARTICLE 5**

### Resignation of a Member

1. A Member may decide to leave the Association. Notification shall be made in writing to the Chair 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 Association, the Association shall continue with the remaining Members. The Association should have at least two Members.
3. Any Member who, through resignation, ceases to belong to the Association, shall not be entitled to any share of the Association'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 Association's activities at risk by not meeting its obligations or commitments vis-à-vis the Association, included but not limited to any payment obligations, the General Assembly 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 Association, shall not be entitled to any share of the Association'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 Assembly. 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 Association.

## ARTICLE 8

### Annual General Assembly and Extraordinary General Assembly

1. The Members' general assembly ("**General Assembly**") shall be composed of one (1) representative ("Delegate") for each Member. Delegates may be assisted by advisors.

2. A Member may represent up to two (2) other Members at a General Assembly meeting. A written power of attorney shall be required for that purpose. The represented Member(s) shall then be considered as present.

3. The Association shall in each calendar year hold an annual General Assembly meeting (the "**Annual general Assembly Meeting**") in addition to any other General Assembly meetings in that year ("**Extraordinary General Assembly Meeting**") and shall specify the meeting as such in the notices calling it. The Annual General Assembly Meeting shall be held at the registered office of the Association in the month of May. The Members, by unanimous vote, can however decide to hold the Annual General Assembly Meeting of a given year at another place, virtually, as a hybrid meeting or advance or postpone such Annual General Assembly Meeting, provided that the annual accounts of the Association are prepared and approved timely in accordance with Belgian law.

4. Meetings via electronic means are allowed. In the event of a meeting online, software must be used which permits to verify the identity of the participants and permits to assist in a live session in which debate and voting is possible in relation to all items on the agenda, and which permits members to ask questions and the Executive Directors Board to answer those questions. The convening notice should set out the rules of procedure and how to participate electronically, and those rules are to be made available on the intranet page of the website of the Association. The minutes of the meeting must mention any technical issues occurring during the meeting which hindered the debate or voting. The members of the meeting's Bureau (the Chair, the Secretary General, the secretary(s), and the scrutineer(s)) have to be physically present at the place of the meeting.

5. The General Assembly shall appoint a chair and a vice-chair of the Association (the "**Chair**" and the "**Vice-Chair**") for three years, eligible for re-election only once for two years, giving a maximum term of five years in the same position. The Chair and Vice-Chair shall be selected among the members of the Executive Directors Board. The Chair and Vice-Chair shall be appointed by a simple majority of those Members represented at the General Assembly Meeting and voting.

6. Every General Assembly meeting shall be chaired by the Chair of the Executive Directors Board or, in his / her absence, by the Vice-Chair. The Chair shall appoint the secretary of the General Assembly. The General Assembly shall choose two scrutineers. The directors present shall complete the Bureau of the General Assembly.

7. Major items of policy shall be discussed and decided at the Annual General Assembly Meeting, including the amendments to the Articles of Association, 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 and decided in an Extraordinary General Assembly Meeting.

8. The General Assembly 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 Association.

9. The General Assembly shall receive reports from the Chair 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 General Assembly. The membership contribution shall be fixed by the General Assembly. If the General Assembly fails to approve the amount of the fees, the membership contribution of the previous year will remain in force.

10. Appointment of the members of the Executive Directors Board shall be conducted at the Annual General Assembly 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 Assembly Meeting). The members of the Executive Directors Board shall be appointed by a simple majority of those Members represented and voting. Dismissal of a director is also decided by the General Assembly in accordance with Article 10.11. Admission of new Members shall be conducted at a Annual General Assembly Meeting.

11. The Executive Directors Board may call a General Assembly Meeting and, on the request of 25 percent of the Members, shall forthwith proceed to convene an Extraordinary General Assembly Meeting. The date of such a meeting should be decided within three (3) weeks of receipt of the request.

12. An Annual General Assembly Meeting called for the passing of any resolution shall be called by at least sixty days notice. The notice shall specify the time, place and type (personal, virtual or hybrid) of the meeting and the general nature of the business to be transacted and, in the case of the Annual General Assembly Meeting, shall specify the meeting as such.

13. An Extraordinary General Assembly Meeting called for the passing of any resolution shall be called by at least thirty days' notice. An Extraordinary General Assembly Meeting may be called by shorter notice if this is agreed by all the Members' Delegates entitled to attend and vote at the meeting. The notice shall specify the time, place and type (personal, virtual or hybrid) of the meeting and the general nature of the business to be transacted.

14. No business shall be transacted at any meeting unless a quorum of the Members' Delegates is present. The presence of one third of the Members' Delegates shall constitute the necessary quorum, unless for amendments of Articles of Association for which a quorum of two third is required.

15. Resolutions of the Annual General Assembly Meeting and Extraordinary General Assembly Meetings shall be recorded in a register and signed by the Chair and Vice-Chair. The register is kept at the Association's registered office and is open to all Members for inspection.

16. Third parties may ask to be informed about the resolutions of the General Assemblies. 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 Assembly Meetings

1. Unless expressly specified otherwise in these Articles of Association or in the law, all issues raised at any General Assembly Meeting shall, if possible, be decided with the unanimous consent of all Members' Delegates present at such meeting and all Delegates 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 Association has been deliberated by a General Assembly 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' Delegates present and voting, such matter shall be carried over to a further Extraordinary General Assembly Meeting to be held within ninety days of the date of the meeting at which the matter was first raised (the "**Adjourned General Assembly Meeting**"), unless it is specifically stated in these Articles of Association that unanimity of votes is required for a specific matter.

Pending the Adjourned General Assembly Meeting, the Members' Delegates 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 General Assembly Meeting.

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

2. Each Member has one (1) vote.

3. Voting can take place by show of hands, roll call, by ballot or via a remote voting procedure (e.g., online).

4. Each Member Delegate may grant a power of attorney to another Member Delegate for a meeting in which case he or she shall be deemed present at such a meeting.

## **ARTICLE 10**

### Executive Directors Board

1. The activities of the Association 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 Association, save for those powers reserved for the General Assembly.

3. Unless otherwise determined by resolution of the General Assembly, 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 General Assembly for three years, eligible for re-election only once for three years, giving a maximum term of six years. Six years of total combined mandate period on the Executive Directors Board remains as the maximum unless the Executive Directors Board member is elected Chair or Vice-Chair during his / her last year. If elected as Chair or Vice-Chair during his / her last year, the total combined mandate period may be increased but cannot exceed eight years overall. A person, passing the combined mandate period at the Executive Directors Board, may be re-elected after six years.

5. If an Executive Director has resigned or is dismissed and a new director needs to be appointed, such a decision can also take place in an Extraordinary General Assembly Meeting. If a director needs to be appointed in replacement of a director which has resigned or is dismissed, such a new Executive Director shall be appointed for the remainder of the term of office of the Executive Director which resigned or was dismissed.

6. Any Executive Director may resign prior to the expiry of his or her term by giving notice to the Association, but shall remain in office until his or her replacement has been ensured.

7. 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 Directors 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 or she shall be deemed present at such meeting.

8. 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.

9. The Chair of the Executive Directors Board shall preside at every meeting of the Executive Directors Board at which he or she is present.

10. An Executive Director shall not vote at a meeting of the Executive Directors Board on any resolution concerning a matter in which he or she has, directly or indirectly, a patrimonial interest or duty which conflicts or may conflict with the interests of the Association.

11. The Association is validly represented towards third parties or in justice by the Chair or, in his or her absence, the Vice-Chair 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 Association, 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 Association can also be validly represented by special proxy holders, acting within the limits of their authority.

12. The General Assembly may revoke the mandate of an Executive Director by unanimous vote of the Members represented at the General Assembly (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**

### Office

1. Subject to these Articles of Association, the secretary general ("**Secretary General**") is appointed or removed from office by the General Assembly. The procedure for advertising the posts, selecting candidates and appointing the Secretary General and office staff (constituting jointly the "**Office**") is set out in the Internal Rules.

2. The Secretary General shall be responsible for the administration of the Office and shall support the policies of the Association, implementing where appropriate the decisions authorized by the General Assembly and the Executive Directors Board. Specifically, the Secretary General shall:

(i) Implement policy and technical decisions taken by the General Assembly and the Executive Directors Board; perform any other tasks as assigned by the General Assembly or the Executive Directors Board;

(ii) Arrange support to the Members and the Executive Directors in preparing for plenary meetings, committees and workshops; assist preparation of draft agendas, coordinate invitation lists and publicising any such events;

(iii) Support fund-raising efforts through preparation of proposals, arranging meetings, contacting potential donor associations, as directed by the General Assembly and the Executive Directors Board;

(iv) Serve as a point of contact for external associations interacting with the Association, responding to requests for information;

(v) Represent the Association or arrange for the Association to be represented as appropriate at meetings, conferences and other events;

(vi) 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;

(vii) Manage the Association's budget, prepare of the Association's accounts, and collect membership contribution;

(viii) Manage the EuroGOOS Office and report on his or her activities to the Executive Directors Board on a regular basis;

(ix) Assist and coordinate the management of EuroGOOS website, preparation, distribution and marketing of publications, circulation of status reports and news among the Members through a combination of electronic and printed media;

(x) Circulate the latest version of the Internal Rules among the Members;

(xi) Participate in General Assembly Meetings and Executive Directors Board meetings and organize production of minutes and meeting reports.

3. The Office shall be located at the office of the Association.



4. The running cost of the Office (including the salary cost of the Secretary General and the Office permanent personnel) shall be primarily covered by the membership contributions owed annually by the Members to the Association.

## **ARTICLE 12**

### Membership contributions – Other financing of the Association

1. The running cost of the Association (including the running cost of the 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 Association starts on 1 January and ends on 31 December of each year.

2. The Secretary General shall prepare the annual accounts of the Association in accordance with the CCA and implementing legislation (as amended from time to time). The annual accounts shall be presented to the Annual General Assembly 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 Assembly may appoint one or several auditors to audit the financial position of the Association 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 Assembly. The auditor(s) shall report to the Annual General Assembly.

4. If at any time the Association would be required pursuant to applicable law to appoint a statutory auditor, a statutory auditor (*commissaire*) shall be appointed by the General Assembly 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 General Assembly.

## **ARTICLE 14**

### Co-operation with third parties

1. For the realization of its purpose, and where the General Assembly confirms doing so furthers the collective objectives of the Members of the Association, the Executive Directors Board may decide to establish a cooperation or to enter into contracts with third party entities outside the Association. Any such co-operation 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 Assembly Meetings.

3. The Association shall be entitled, subject to confirmation by the General Assembly which doing so furthers the collective objectives of the Members of the Association, 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 by the Executive Directors Board 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 Chair 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 sixty days the two arbitrators shall designate a third arbitrator who will act as chairperson. If they fail to do so, the Chair 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 deed of incorporation, including the initial Articles of Association, has been signed by the representatives of all founding Members, the deed of incorporation, the initial Articles of Association, and all other documents required by law and by the practice of the Federal Public Service of Justice, were without delay be deposited with the Federal Public Service of Justice for the granting of legal personality to the Association by Royal Decree, pursuant to which the Association shall be deemed incorporated. The Association was granted legal personality by the Royal Decree of 18 February 2013.

2. These Articles of Association enter into force on the date of the Royal Decree granting legal personality.

## **ARTICLE 17**

### Duration

1. The Association is established for indefinite duration.
2. The dissolution of a legal person which is a Member of the Association shall not lead to the dissolution of the Association, unless otherwise decided by the General Assembly with unanimity of votes cast of all other Members.
3. The General Assembly may decide to dissolve and liquidate the Association with unanimity of votes cast of all Members. In such a case, the General Assembly shall decide on the appropriate arrangements in accordance with applicable law. After the decision to dissolve the Association, the Association should indicate on all documents prepared and sent by it that it is “in liquidation”.
4. The General Assembly 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 Association or, in the absence thereof, to another non-profit purpose.

## **ARTICLE 18**

### Language

1. The official language of the Association for Belgian legal purposes is French. English is the working language. All documents of the Association 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 attending Members' Delegates at the General Assembly Meeting.
2. Amendment of the purpose and the activities of the Association shall only be effective after approval by a Royal Decree in accordance with Article 2:5(4), al. 3 of the CCA. Amendments to the powers, the procedure of convocation and the decision-making of the General Assembly, 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 Association and the allocation of the assets of the Association, must be executed before a Belgian notary in accordance with Article 2:5(4) al. 2, 2° of the CCA.

## **ARTICLE 20**

### Limited liability

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

## **ARTICLE 21**

### Competent Court

1. The courts of the judicial district in which the Association's registered office is located shall have exclusive jurisdiction to hear any disputes that may arise between the Association, its Members, Executive Directors, Secretary General, statutory auditors and liquidators concerning the Association'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 Part III, Book 10 of the CCA.