

# EUROGI BYLAWS

FINAL 4 NOVEMBER 2005

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## **CHAPTER 1 GENERAL ITEMS**

1. These bylaws refer to:
  - a. EUROGI - as the European Umbrella Organisation for Geographic Information
  - b. The Foundation - the Foundation with the name of EUROGI
  - c. The Statutes - the Statutes concerning the foundation of EUROGI, founded and registered at Amersfoort in The Netherlands.
  - d. The General Board - the representatives of the affiliated organisations and affiliated natural persons that are members of EUROGI, as mentioned in article 6 of the Statutes.
  - e. The Executive Committee - the body appointed from within the A-members, B-members, C-members, E-members and F-members, as mentioned in article 8 of the Statutes.
  - f. Sub-committee - a committee initiated by the General Board or by the Executive Committee.
  - g. President - the president of EUROGI, as mentioned in article 6, paragraph 4 of the Statutes.
  - h. Secretary General - an employee of EUROGI, as mentioned in article 8, paragraph 5 of the Statutes.
  - i. The Secretariat - the EUROGI-office consisting of the Secretary General and any other personnel employed as support staff by EUROGI.
  - j. The Treasurer - the member of the Executive Committee responsible for the finances of the Foundation.
2. These bylaws are subordinate to the Statutes. If any article of these bylaws contradicts any of the articles of the Statutes or of the Dutch civil code, the Statutes and the Dutch civil code take precedence.
3. The General Board can only alter the bylaws by a vote of at least 2/3-weighted majority at a General Board meeting. Prior to this meeting, the secretary-general will circulate details of the proposed alteration in writing to all members of the Board.
4. Any alteration of these bylaws will be effective immediately after the decision regarding the alteration has been made, unless otherwise stated.

## **CHAPTER 2 ELECTIONS**

### **I Election of President**

5. The election for the President of EUROGI will take

- place by secret ballot.
6. President of EUROGI will normally be elected for a period of two years. This period may exceptionally be extended by up to six months if the timetable of General Board meetings makes this convenient. Any extension will require the approval of the General Board through a postal or email vote.
  7. A President is allowed to serve two consecutive 2-year terms as President of EUROGI under the condition that the election for each term is separate.
  8. Any A-member of the General Board can propose a candidate for the position of President of EUROGI, as long as permission of the candidate is obtained and is seconded by at least two other General Board A-members. This must be done 8 weeks prior to the General Board meeting where this election takes place. The application must be done in writing to the Secretary General of EUROGI.
  9. The Secretary General will formally announce the candidates for the Presidency to all General Board members at least 4 weeks before the General Board meeting where the election will take place.
  10. If and when the President withdraws from this position during his term, the Vice President will be elected until the next General Board meeting when the new President will succeed him.

## **II Election of Members of the Executive Committee**

11. The Executive Committee will consist of a maximum of nine (9) members, of which:
  - a. at least seven members are appointed by and out of the delegates of the A-members;
  - b. a maximum of one (1) member is appointed by and out of the delegates of the B-members and C-members;
  - c. a maximum of one (1) member is appointed by the E-members out of the delegates of the E-members and affiliated natural persons F;
12. Each year 1/3 of the members of the Executive Committee will stand down.
13. Members of the Executive Committee will normally be elected for a period of three years. Exceptionally this period may be extended by up to six months if the timetable of the General Board meetings makes this convenient. Each Executive Committee member can be re-elected immediately for another term.
14. Any A-member, B-member, C-member, E-member and F-member may make himself available for election to the Executive Committee. This must be done 8 weeks prior to the Board meeting where this election takes

place. The application must be done in writing or email to the President of EUROGI.

15. The President of EUROGI will formally announce the candidates for the Executive Committee to all Board members 4 weeks prior to the Board meeting where this election will take place.
16. If more than 9 candidates are available for positions in the Executive Committee, the Board members shall name a maximum of 9 candidates on a ballot paper in order of preference.

### **III Election of Vice President**

17. The Executive Committee will elect the Vice President from within the membership of the Executive Committee.
18. If there are two or more candidates the election of the Vice President will take place by secret ballot.
19. The Vice President will be elected for two years by the Executive Committee during a 1<sup>st</sup> meeting of the newly appointed Executive Committee. The Vice President can be re-elected for another two terms. If and when the Vice President withdraws from this position during his term, the Executive Committee will elect a replacement within one month after the Vice President has announced her or his withdrawal in writing.

### **IV Election of Treasurer**

20. The Executive Committee will elect the Treasurer from within the membership of the Executive Committee.
21. If there are two or more candidates the election for the Treasurer of EUROGI will take place by secret ballot.
22. The Treasurer will be elected for two years by the Executive Committee during a 1<sup>st</sup> meeting of the newly appointed Executive Committee. The Treasurer can be re-elected for another two terms.
23. If and when the Treasurer withdraws from this position during his term, the Executive Committee will elect a replacement within one month after the Treasurer has announced her or his withdrawal in writing.

### **V Appointment of Members of Sub-committees**

24. The General Board or the Executive Committee can initiate a Sub-committee.
25. A Sub-committee may have different titles like 'working-group', 'task-force'.
26. Prior to appointing the chairperson and other

members of the Sub-committee the Executive Committee will determine the terms of reference, in which the goals, tasks, responsibilities, competencies, size and duration of the Sub-committee are set out.

27. Each sub-committee will report on a regular basis to the Executive Committee.
28. All organisations of EUROGI may put forward volunteers for a position in a Sub-committee.

## **CHAPTER 3 TASKS AND COMPETENCIES**

### **I President**

29. The President has the same voting rights as the other members of the Executive Committee and is responsible for ensuring that all the following tasks are performed:
  - a. Performance of all general managerial tasks of EUROGI
  - b. Chairing the meetings of the Executive Committee and the meetings of the General Board
  - c. Representing EUROGI in public
  - d. Representing EUROGI to third parties

### **II Vice President**

30. The role of the Vice President will be to act as deputy to the President, to chair meetings in her or his absence and to assume the role of President in such an emergency as retirement or illness of the President.

### **III Secretary General**

31. The Secretary General is responsible for ensuring that all the following tasks are performed:
  - a. The co-ordination of all executive tasks of EUROGI delegated to her or him by the General Board, the President and or the Executive Committee, preparing the meetings of the General Board and the Executive Committee and all managerial tasks concerning the secretariat
  - b. Dealing with the administration concerning correspondence and publications of EUROGI etc.
  - c. Performing all representative tasks of EUROGI delegated to her or him by the President
  - d. Dealing with the financial matters of EUROGI
  - e. Produce an annual report concerning the main activities of EUROGI of the previous year
  - f. The production of the financial account of the previous year
  - g. Representing the Secretariat at General Board and Executive Committee meetings

#### **IV Treasurer**

32. The Treasurer is responsible for the following tasks:
  - a. The management of the financial resources of EUROGI
  - b. The construction of a draft-budget for the coming year
  - c. The control of all income and expenditure of EUROGI

### **CHAPTER 4 MEETINGS**

#### **I General Board**

33. The General Board will meet at least once a year.
34. The President will determine the date and place of this meeting and issue notices at least three months before the scheduled meeting. The date of the first meeting of any year will not be later than the end of March unless the President exceptionally decides for a later date that any way is not later than end the end of May.
35. The President of EUROGI or exceptionally the Vice President will chair the meeting.
36. All preparations for the meeting will be made by the Secretariat.
37. The agenda for all ordinary meetings of the General Board should contain the following items:
  - Financial account previous year
  - Current financial state of affairs
  - Budget proposals present year
  - Evaluation of work-plan activities of the previous year
  - The strategy for the coming years
  - The work-plan activities of the present year
  - Activities of Sub-committees
  - Election of President and Executive Committee as relevant
38. Every member of the General Board may put forward items for the agenda of the Board meeting. These must be received in writing by the Secretary General at least 7 weeks prior to the meeting.
39. Documents supporting the agenda items must be in the possession of the Secretary General at least 4 weeks before the meeting.
40. The agenda and relevant documents for the meetings of the General Board shall be sent out by the Secretary General at least 3 weeks prior to the meeting, together with an invitation to attend the meeting, containing time and place of the meeting.
41. Any natural person officially notified by the member

organisation of EUROGI can attend the General Board meetings.

42. The Secretary General is responsible for the taking of the minutes of the Board meetings. These minutes will be sent to the members of the General Board within three weeks after the meeting for comment within two weeks of receiving them. The revised minutes will be approved by the President and sent out within 2 months of the date of the meeting. The minutes of the meetings of the General Board will only be available to persons or organisations of EUROGI.
43. A copy of the minutes of meetings of General Board shall be filed at the secretariat.
44. A special General Board meeting may be called when:
  - The President and at least one member of the Executive Committee decide a special Board meeting is necessary or
  - At least four full members of the General Board decide a special Board meeting is necessary.
45. The president can invite experts to give their view on specific items of the agenda under the condition that the invitation is announced to the members when the agenda is distributed.

## **II Executive Committee**

46. The Executive Committee will meet at least once every four months.
47. The President will determine the date and place of this meeting.
48. All preparations for this meeting will be made by the Secretariat.
49. The agenda for the meetings of the Executive Committee should contain the following items:
  - Current financial state of affairs
  - Work-plan activities in the present year
  - Activities of Sub-committees
50. Every member of the Executive Committee is entitled to put forward items for the agenda for the meeting. These items must be received in writing by the Secretary General at least 3 weeks prior to the meeting.
51. Documents supporting these items must be in the possession of the Secretary General at least 2 weeks before the meeting.
52. The Executive Committee members shall receive the agenda and most documents for the meetings of the Executive Committee 1 week prior to the meeting, together with an invitation to attend the meeting containing time and place of the meeting.
53. Only Executive Committee members can attend meetings

of the Committee in a voting capacity. Non-members can be invited to attend the meeting at specific items of the agenda, when formally invited by the President and under the condition that such an event is announced to the Executive Committee members when distributing the agenda.

54. A substitute member may replace a member of the Executive Committee by official notification of the member.
55. The Secretary General is responsible for the taking of the minutes of these meetings. These minutes are sent to the members of the Executive Committee within three weeks of the date of the meeting. At the following meeting these minutes shall be approved by the Executive Committee.
56. The minutes of the meetings of the Executive Committee will only be available to persons or organisations of EUROGI.
57. All minutes of the meetings of the Executive Committee shall be filed at the secretariat.

### **III Sub-committees**

58. Sub-committees will meet as frequently as necessary.
59. The procedures for announcing meetings, voting procedures at the meetings, distributing minutes etc. will be determined by the Sub-committee itself.
60. A member of the Sub-committee will take the minutes of Sub-committee meetings.
61. A copy of all Sub-committee minutes shall be filed at the EUROGI secretariat.
62. Only Members will attend the meetings of a Sub-committee. Non-members may be invited to attend a meeting at specific items of the agenda, when formally invited by the chairperson of the committee and under the condition that such an event is announced to the members when distributing the agenda.

## **CHAPTER 5 VOTING PROCEDURES**

### **I Voting Procedures within the General Board and Executive Committee**

63. All resolutions shall be passed when a majority of more than 50 % of the members is present or represented and by an absolute majority of the votes cast, unless a larger majority is prescribed by these articles.
64. Voting shall be oral. Voting by acclamation shall be allowed, if none of the persons holding the right to vote raise objection thereto. The chairperson shall determine the way of voting on the understanding that voting concerning the

appointment, suspension and removal of persons from office shall be by secret ballot, if prescribed by these By-laws or if one of the persons holding the right to vote shall so demand.

65. If one of the holders of voting rights desires a secret ballot, the chairperson shall determine the manner of voting.
66. The ruling pronounced by the chairperson at a meeting of the Executive Committee or the General Board of the Foundation in respect of the outcome of a vote shall be decisive. The same shall apply to the contents of a resolution passed, to the extent that the vote related to a proposal is not made in writing.  
*[Dutch Civil Code 2:13 subsection 3]*
67. If, immediately after the ruling pronounced by the chairperson, its correctness is contested, another vote shall be taken if so desired by the majority at the meeting or, if the original vote was not taken *per capita* or on a poll, by someone present who was entitled to vote. As a result of such new vote the legal consequences of the original vote shall lapse.  
*[Dutch Civil Code 2:13 subsection 4]*
68. If, in voting concerning the appointment of persons, no absolute majority is attained upon the first poll, a second free vote shall be taken.  
If no absolute majority is attained even then, a further vote shall take place between the persons who polled the most votes.  
If, as a result of equality of the votes polled, more than two persons qualify for such further poll, an intermediate vote shall be taken to decide which two persons qualify for the further poll or - as the case may be which person shall qualify for such further poll together with the person who polled the largest number of votes.  
If upon an intermediate vote referred to in the immediately preceding sentence or upon a final poll the votes are equal, the Secretary General will decide the vote by drawing lots.
69. If there is a tie in voting on other matters than the appointment of persons, the President has the casting vote.
70. The ExCom and the General Board may pass all resolutions they are empowered to pass at a meeting without holding a meeting. Without holding a meeting, a resolution may be passed only with respect to proposals of which the members of the ExCom and the General Board have previously been notified in writing, by telefax or e-mail, have cast

- their votes in writing, by telefax or e-mail and have declared in favour of the proposal concerned.
71.
    - a. The number of votes of each A-member in the General Board will be established at the beginning of every year. For that purpose the total number of votes of B-members, C-members, D-members and E-members will be calculated. This number will then be divided through the total number of A-members, which outcome will be rounded upward to the closest round number. This (round) number will be the number of votes per A-member in the current year.
    - b. Each B-member will have five (5) votes in the General Board.
    - c. Each C-member, D-member and E-member will have two (2) votes in the General Board.
    - d. F-members will have no votes in the General Board.
  72. Each member of the ExCom will have one (1) vote in the ExCom.
  73. A vote may only take place with regard to items that are on the agenda. If a secret ballot takes place, the President will appoint two members of the Board as tellers. The tellers will be responsible for the count of vote and to inform the General Board of the result.
  74. All members of the General Board may vote on every item that qualifies for a vote.
  75. A postal vote or a vote by Email by General Board members may be taken by the Secretariat. The Executive Committee must give authority for a postal vote or a vote by Email. Voting forms must be dispatched to General Board members at least four weeks before the forms are to be returned to the Secretariat. All members must have had the opportunity to cast their votes in writing, by telefax or by e-mail within a reasonable term mentioned in the proposal.

### **III E-mail procedures**

76. E-mails fall into one of three categories:
  - for information
  - for comment
  - for decision.All e-mails should indicate which category they fall into.
77. A. For your information e-mails have the abbreviation 'FYI' and the subject matter in the subject box at the top of the e-mail.

- B. For comment e-mails have the abbreviation 'FC', the deadline for comments in dd/mm format and the subject matter in the subject box at the top of the e-mail. These e-mails will usually contain a draft of a position/response/policy that EUROGI or a Task force is formulating. Members will be asked to feed back their comments and amendments to the sender allowing a week by 6 P.M. on the date of the deadline unless circumstances make a quicker response necessary. A further draft will be produced taking account of the feedback and will be circulated for decision.
- C. For decision e-mails will have the abbreviation "FD", the deadline for comments in dd/mm format and the subject matter in the subject box at the top of the e-mail. Members will be asked to vote for or against a proposal or to express a preference from a range of options by the deadline, normally allowing a week by 6 P.M. unless circumstances make a quicker response necessary. Response should indicate how a member is voting in the first line of the e-mail e.g. yes, no, in favour, against, option two. Those who fail to respond by the deadline will be deemed to have abstained.
78. Any response to an e-mail should also go to the other addressees in order to ensure that everybody is informed of the issues and able to participate in the debate and decision making process.

## **CHAPTER 6 FINANCIAL MATTERS**

### **I The Budget**

79. The budget of EUROGI will cover a period of one calendar year.
80. The General Board must approve the budget of EUROGI.
81. The Executive Committee shall present a draft budget to the General Board. This draft budget will be voted on. Until the approval of the budget, expenditure of monthly 1/12 of the proposed budget is allowed.
82. Every member of the General Board may propose alterations to elements of the draft budget. These proposed alterations must be voted on.
83. The General Board may approve a draft budget, which has been altered during the Board meeting.
84. An independent accountant will audit the financial records of the Foundation. The results of this financial audit will be presented to the Executive Committee. The Executive Committee will present this

financial audit, together with the financial account of the Treasurer, at the General Board meeting.

## **II Membership Fees**

85. Every organisation of EUROGI is obligated to pay an annual membership fee to the Foundation. The secretariat will send the invoice within 4 weeks after the General Board has decided on the fees.
86. Every organisation of EUROGI will pay the membership fee within six weeks after the invoice has been sent.
87. The amount of membership fee will be determined every year by the General Board as an element of the draft budget for the present year.
88. At the request of an organisation, exceptionally the Treasurer may accept a later final date for payment of the membership fee. The Treasurer to the organisation concerned must grant this delay of payment in writing.
89. A Member shall forfeit its capacity as such by notice of termination by the Foundation given in writing only at the end of a financial year and with a three months' notice.
90. Organisations, which have not indicated their intention to resign on or before the subscription renewal date, shall be deemed to remain in membership and thus be liable to pay the required subscription.
91. If and when a General Board member has not paid its membership fee by the specified date, the Executive Committee is authorised to terminate the membership of this organisation, according to article 4, paragraph 2 of the Articles of Association.

## **III Other Financial Business**

92. Members of the Executive Committee are allowed to declare certain expenses made in order to perform their executive task each year. The Treasurer may produce a proposal of the allowable expenses, which must be approved by the General Board.
93. The Secretary General may make payments on behalf of the Foundation for expenditure up to an amount of 3000 Euro (excluding VAT) per item. The Treasurer must approve expenditure above 3000 Euro (excluding VAT).
94. All contracts valued at, over 25000 euro (excluding VAT) are to be let by competitive tender in such a way that appropriate organisations in any country represented by EUROGI have a fair and realistic expectation of winning the contract.

95. The Executive Committee will award all contracts valued at over 25000 euro (excluding VAT) after review of the competing bids. All members of the Executive Committee will be required to declare their personal interests in any of the bids being considered and may, at the request of the Chairman of the Executive Committee be asked to abstain from discussions over the award of the contract.
96. All decisions regarding the award of contracts must be recorded by the Executive Committee, who should be prepared to justify the selection of the winning contractor to any member of the General Board that requests information.

## **CHAPTER 7 PUBLICATIONS**

97. Official reports, articles or other items produced as a result of EUROGI sponsored activities should only be published with the approval of EUROGI and the rights to these works will be vested in EUROGI.
98. If non-members wish to use (parts of) EUROGI- publications, written consent by EUROGI is obligatory.
99. EUROGI allows organisations of EUROGI to use the word "A member organisation of EUROGI" together with the EUROGI logo on their publications.

## **CHAPTER 8 MEMBERSHIP CRITERIA**

100. D-members and E-members who wish to become an affiliated organisation will have to continue their membership or relationship with the respective A-members, B-member or C-member on the national scale.
101. Any act in breach of the aforementioned -while being an affiliated organisation of EUROGI- will be considered an act as described under Section 4 paragraph 3 under b of the Articles of Association, and may lead the respective D-member or E-member to forfeit its capacity as an affiliated organisation.

## **CHAPTER 9 CONCLUSION**

102. Any contacts, grants, awards, opportunities to participate or other activities in which EUROGI has some influence must be handled in such a way that the interests of all organisations are considered in a fair and equitable manner.
103. In case any unforeseen event occurs which is not covered by these bylaws, the decision will be taken by the President and the Executive Committee. In such a case, the President and the Executive Committee will inform the General Board as soon as

possible, though not later than two weeks before the next General Board meeting. Following such an occurrence, these bylaws will be brought up for amendment by the General Board at the first opportunity.