

TRUE COPY

of a deed of

**AMENDMENT OF THE
ARTICLES OF ASSOCIATION**

of the foundation:

Stichting EUROGI,

with seat at Amersfoort

Deed dated December 7, 2005



THIS IS A NON-SWORN TRANSLATION OF THE DUTCH ORIGINAL VERSION

In this translation an attempt has been made to be as literal as possible without jeopardizing the overall continuity. Inevitably differences may occur in translation, and if so the Dutch text will by law govern.

A/RXB/2005.001149

AMENDMENT OF THE ARTICLES

This day, the seventh day of December two thousand and five, appeared before me, Jan -
Taekele Anema, civil-law notary at Rotterdam: _____

Mr **Libero Giovanni Nicola Marchesini**, born in the Hague (the Netherlands) on the _____
thirteenth of June nineteen hundred and forty-seven, holder of the passport with number -
NJ2137207, residing at 7314 CA Apeldoorn, Soerenseweg 15, married; acting in this _____
matter: _____

- i. in his private capacity, as secretary-general of the foundation mentioned below; _____
- ii. as attorney-in-fact for Mr **Jean Henri Poulit**, born in Antigelouve, Pyrénées Atlan-
tiques (France) on the twentieth of August nineteen hundred and thirty-seven, holder -
of the French passport with number 02YF30634, residing at 28 Rue Vasco de Gama, -
75015 Paris (France), married, president of the foundation mentioned below. _____

The person appearing stated as follows. _____

In its meeting of the fourth of November two thousand and five, the General Board of the
foundation **Stichting EUROGI**, having its registered office in Amersfoort and its princi-
pal place of business at 7311 KZ Apeldoorn, Hofstraat 110, listed in the Commercial _____
Register of the Chamber of Commerce Gooi- en Eemland under number 41190235, _____
adopted, with the majority of the votes cast required by the articles of association, the _____
resolution to amend the articles of association. _____

At this meeting, the person appearing together with the president, who grants his power of
attorney above, were granted authorisation to lay this amendment down in a notarial deed.
In execution of this resolution, the person appearing stated to amend the articles of asso-
ciation and to lay them down in their entirety as follows: _____

ARTICLES _____

Name, offices, liability _____

Article 1 _____

1. The name of the Foundation is: **Stichting EUROGI**. Its abbreviated name is _____
EUROGI. _____
2. It is the **EU**ropean Umbrella Organisation for Geographic Information. _____
3. The Foundation has its registered office at Amersfoort, the Netherlands. _____
4. The Foundation is a legal entity in accordance with and governed by the laws of the -
Netherlands. _____
5. The Foundation may have its head office, other offices and branch offices anywhere -
in Europe. It has its secretariat in Europe. _____
6. The liability of the Foundation is limited to its assets. After the initial registration of -
the deed of incorporation in Commercial Register of the Chamber of Commerce in -
accordance with the laws of the Netherlands, a member of the General Board, of the -
Executive Committee or any other officer of the Foundation shall not be personally -



THIS IS A NON-SWORN TRANSLATION OF THE DUTCH ORIGINAL VERSION

In this translation an attempt has been made to be as literal as possible without jeopardizing the overall continuity. Inevitably differences may occur in translation, and if so the Dutch text will by law govern.

liable for any legal act by which he binds the Foundation, unless otherwise provided –
by the law. _____

7. The Foundation has been formed for an indefinite period of time. _____

OBJECT _____

Article 2 _____

1. The object of the Foundation is: _____

- a. to maximise the effective use of geographic information for the benefit of the —
citizen, good governance and commerce in Europe. _____
- b. to represent the views of the geographic information community. _____
- c. to promote, stimulate, encourage and support the development and use of geo- —
graphic information and technology; and _____
- d. the execution of anything that is connected with or that may attribute to the —
aforementioned, in the broadest sense. _____

2. The object of the Foundation does not include making profit to be distributed to its —
founders or officers, nor to other parties, unless the distribution to the latter has an —
idealistic or social purpose. _____

AFFILIATED INSTITUTIONS _____

Article 3 _____

1. The affiliated institutions of the Foundation are affiliated organisations and affiliated —
natural persons. The affiliated organisations are legal persons that possess legal per- —
sonality pursuant to the law applicable to them, and that have been admitted as affli- —
ated organisations, and the affiliated natural persons are natural persons that have —
been admitted as affiliated persons. _____

The affiliated organisations and affiliated natural persons are subdivided in affiliated —
organisations A, B, C, D, E and affiliated natural persons F. From each country, only —
one national organisation may be an affiliated organisation. _____

- a. *Affiliated organisations A (National Geographic Information Organisations)* —
may be national and Pan-European organisations acting in the European GI field.
- b. *Affiliated organisations B (National Geographic Information Organisations with* —
Extended Candidate A- status) may be Affiliated Organisations C of which the —
three-year term has expired, however, that do not wish to be an Affiliated Or- —
ganisation A yet. _____

Organisations that are Affiliated Organisations B can retain this status for a —
maximum of four years unless the General Board resolves with a two-third ma- —
jority of the votes cast that they can retain this status after this four-year term. —
Such a resolution with respect to retaining the B-status shall apply for the dura- —
tion of one year. On the expiry of this year, extension may be decided on each —
year for the duration and by the majority as stated in the previous sentence. _____

- c. *Affiliated organisations C (National Geographic Information Organisations* —
with Candidate A- status) may be organisations acting in the European GI field —

**THIS IS A NON-SWORN TRANSLATION OF THE DUTCH ORIGINAL VERSION**

In this translation an attempt has been made to be as literal as possible without jeopardizing the overall continuity. Inevitably differences may occur in translation, and if so the Dutch text will by law govern.

- that wish to become an affiliated organisation A. Organisations that are Affiliated Organisations C may retain this status for a maximum of three years. —
- d. *Affiliated organisations D (Sponsors)* may be all sorts of legal persons and other kinds of organisations, aiming at supporting the Foundation financially or otherwise. —
- e. *Affiliated organisations E (Miscellaneous Organisations)* may be affiliated Pan-European organisations, non-profit organisations, companies and joint ventures — in the broadest sense, acting in the European GI field; —
- f. *Affiliated Natural Persons F (Individuals)* may be, but are not confined to, students, scientists and interested natural persons. —
3. Only legal persons that have a majority of their members or shareholders and/or activities in Europe and their registered office and central administration in any European country acceptable to the Foundation may be admitted as affiliated organisation. —
3. Only natural persons that have an evident affiliation with any European country acceptable to the Foundation may be admitted as affiliated natural person. —

Article 4 —

1. An affiliated organisation or a natural person will be admitted as such by the General Board of the Foundation by a majority of at least two-thirds of the votes cast. — From the date of the admission of an organisation or natural person (or the date mentioned in the Resolution admitting it), the affiliated organisation or natural person has all the rights and obligations arising from these Articles up to the date it forfeits its capacity of affiliated organisation or of affiliated natural person. —
2. The Executive Committee may, by means of the By-Laws as referred to in Article 7 — paragraph 3 of these articles, set further terms and conditions to (affiliated) organisations or (affiliated) natural persons in order to qualify as affiliated organisation or affiliated natural person. However, (affiliated) organisations or (affiliated) natural persons may not derive any rights from the fulfilment of the said terms and conditions. —
3. An affiliated organisation shall forfeit its capacity as such with immediate effect: —
- a. by dissolution or loss of its legal personality; —
- b. by virtue of a resolution of the General Board with a majority of two-thirds of the votes cast. —
- Such a resolution may only be taken if the affiliated organisation: —
- no longer meets the requirements laid down in the provisions of Article 3, — paragraph 2; —
- acts in breach of the Articles, the By-Laws, or the resolutions of the Foundation, if it fails to meet its financial obligations towards the Foundation or — prejudices the Foundation in an unreasonable manner. —
4. An affiliated natural person shall forfeit its capacity as such with immediate effect: —
- a. by the death of the affiliated natural person; —



THIS IS A NON-SWORN TRANSLATION OF THE DUTCH ORIGINAL VERSION

In this translation an attempt has been made to be as literal as possible without jeopardizing the overall continuity. Inevitably differences may occur in translation, and if so the Dutch text will by law govern.

- b. by virtue of a resolution of the General Board with a majority of two-thirds of —
the votes cast. _____

Such a resolution may only be taken if the affiliated natural person: _____

- no longer meets the requirements laid down in the provisions of Article 3, —
paragraph 3; _____

- acts in breach of the Articles, the By-Laws, or the resolutions of the Founda-
tion, if it fails to meet its financial obligations towards the Foundation or —
prejudices the Foundation in an unreasonable manner. _____

5. An affiliated organisation or an affiliated natural person shall furthermore forfeit its —
capacity as such by notice of termination by the Foundation given in writing at the —
end of a financial year and with observance of a notice period of three months. _____

Rights and obligations of affiliated institutions _____

Article 5 _____

1. The delegates of the Affiliated Organisations A have the rights and obligations that —
accrue to the members of the Foundation's General Board pursuant to the law and the
Articles. _____

2. The delegates of the Affiliated Organisations B have the same rights and obligations —
as have been given to the delegates of the Affiliated Organisations A pursuant to —
these Articles, however, with the exception of the eligibility for President of the Gen-
eral Board. Their number of votes to be cast in the General Board shall be set out in —
the By-Laws. _____

They pay a membership fee to the amount as determined for them in accordance with
article 11 paragraph 5. _____

3. The delegates of the Affiliated Organisations C have the same rights and obligations —
as have been given to the delegates of the Affiliated Organisations A pursuant to —
these Articles, however, with the exception of the eligibility for President of the Gen-
eral Board. Their number of votes to be cast in the General Board shall be set out in —
the By-Laws. _____

They pay a membership fee to the amount as determined for them in accordance with
article 11 paragraph 5. _____

4. The delegates of the Affiliated Organisations D have the same rights and obligations —
as have been given to the delegates of the Affiliated Organisations A pursuant to —
these Articles, however, with the exception of the eligibility for President of the Gen-
eral Board or as member of the Executive Committee. Furthermore, they do not have
a voting right regarding the appointment and/or removal of a member of the Execu-
tive Committee. Their number of votes to be cast in the General Board shall be set —
out in the By-Laws. _____

They pay a membership fee to the amount as determined for them in accordance with
article 11 paragraph 5. _____

5. The delegates of the Affiliated Organisations E have the same rights and obligations —

**THIS IS A NON-SWORN TRANSLATION OF THE DUTCH ORIGINAL VERSION**

In this translation an attempt has been made to be as literal as possible without jeopardizing the overall continuity. Inevitably differences may occur in translation, and if so the Dutch text will by law govern.

as have been given to the delegates of the Affiliated Organisations A pursuant to — these Articles, however, with the exception of the eligibility for President of the General Board. Their number of votes to be cast in the General Board shall be set out in — the By-Laws. —

They pay a membership fee to the amount as determined for them in accordance with article 11 paragraph 5. —

6. The affiliated natural persons F have the same rights and obligations as have been — given to the delegates of the Affiliated Organisations A pursuant to these Articles, — however, with the exception of voting right in the General Board and the eligibility — for President of the General Board. —

They pay a membership fee to the amount as determined for them in accordance with article 11 paragraph 5. —

GENERAL BOARD —**Article 6** —

1. The General Board will consist of delegates from the Affiliated Organisations A, B, — C, D and E and the affiliated natural persons F. —
2. Only natural persons may be members of the General Board. —
3. Each Affiliated Organisation A, B, C, D and E shall appoint one member of the General Board and may appoint one or more substitute members. A substitute member is — entitled at any and all times to attend the meetings of the General Board, however, — only one substitute member has a voting right in these meetings exclusively in case — of absence of the delegate of the affiliated organisation concerned. Affiliated natural — persons are, in their capacity of affiliated institution, members of the General Board — by way of law. —
4. The General Board shall elect the President of the Board, whether or not from its — members, by secret ballot. —
5. Members of the General Board may be dismissed and suspended at any time by the — Organisation that appointed them. —
6. Furthermore the membership of the General Board shall terminate: —
 - a. as a result of a member's death; —
 - b. as a result of voluntary resignation; —
 - c. as a result of bankruptcy of a member becoming irrevocable, or as a result of — losing the power of free disposal of his property; —
 - d. as a result of removal by the Court. —
 - e. as a result of the loss of the status of Affiliated Organisations A or B by the af- — filiated organisation on behalf of which the delegate serves. —
7. In the event of a vacancy, the General Board remains nevertheless authorized to pass — resolutions and to execute all acts of management. —

Article 7 —

1. The General Board shall be charged with the general management of the Foundation —

**THIS IS A NON-SWORN TRANSLATION OF THE DUTCH ORIGINAL VERSION**

In this translation an attempt has been made to be as literal as possible without jeopardizing the overall continuity. Inevitably differences may occur in translation, and if so the Dutch text will by law govern.

- and the control and disposition of the Foundation's property. _____
2. The board shall be authorized to adopt resolutions to enter into agreements to purchase, dispose of or encumber property subject to registration or to enter into agreements by which the Foundation commits itself as guarantor or joint and several debtor, warrants performance by a third party or undertakes to provide security for a debt of a third party. _____
 3. The General Board is authorized to determine By-laws in respect of any subject concerning the Foundation. Provisions of such By-laws conflicting with these Articles or with the Netherlands Civil Code shall be null and void. _____
 4. The General Board may, by means of the By-laws or otherwise, determine that individual Board members are charged with specific management duties and may give Board members such titles as it may deem fit and proper. _____

EXECUTIVE COMMITTEE _____**Article 8** _____

1. The affiliated organisations A, B, C and E shall appoint from among the delegates of the Affiliated Organisations A, B, C and E and the Affiliated Natural Persons F an Executive Committee. _____
2. The Executive Committee will consist of at least three members originating from the General Board, including in any event the President of the General Board. _____
3. The President of the General Board shall be the President of the Executive Committee. _____
4. The Executive Committee shall be charged with the day-to-day management of the Foundation. _____
5. The Executive Committee may appoint a Secretary-General. The Secretary-General shall attend meetings of the Executive Committee if he is invited thereto, however, he is not a member of the Executive Committee and has no voting right. His authorities, charges and duties are determined by the Executive Committee, in accordance with the applicable By-Laws. _____
6. The President determines if other delegates may attend one or more meetings of the Executive Committee, and whether they have the right to speak. This right of attending and right to speak may be arranged in the By-Laws. Such persons may not be granted any voting rights. _____

VOTING RIGHTS _____**Article 9** _____

1. Each member of the General Board shall have at least one vote within the General Board, with the exception, however, of the Affiliated natural persons F (Individuals), which do not have voting rights in the General Board. _____
2. Each member of the Executive Committee shall have one vote within the Executive Committee. _____
3. A member of the General Board or of the Executive Committee may have himself _____

**THIS IS A NON-SWORN TRANSLATION OF THE DUTCH ORIGINAL VERSION**

In this translation an attempt has been made to be as literal as possible without jeopardizing the overall continuity. Inevitably differences may occur in translation, and if so the Dutch text will by law govern.

- represented at the meeting by means of a power of attorney in writing that is deemed satisfactory by the President. _____
4. The President may exclude the use of powers of attorney with respect to certain items on the agenda of the Executive-Committee meetings in accordance with what will be set out in the By-laws. _____
 5. The number of votes to be cast by the members of the General Board and the way _____ resolutions have to be taken shall be set out in the By-Laws. _____

REPRESENTATION _____**Article 10** _____

1. The Foundation is legally represented by the President and by a member of the Ex- _____ ecutive Committee acting jointly, or by the President and the Secretary General act- _____ ing jointly. _____
2. The Executive Committee may confer power of attorney to officers and other persons by virtue of a special decision within the limits and under the conditions as it may _____ deem fit. _____

FINANCIAL YEAR, MEMBERSHIP FEES _____**Article 11** _____

1. The financial year shall coincide with the calendar year. _____
2. The General Board shall keep records of the equity position of the Foundation in _____ such a manner that its rights and obligations can be derived from these records at all _____ times. _____
3. Annually, within five months of the end of the financial year, the General Board shall have drawn up and adopt a report regarding the activities within that financial year. _____ Such a report shall include a balance sheet and a statement of income and expenses, _____
4. The General Board shall be under the obligation to keep the documents referred to in this article in its custody for at least seven years. _____
5. The General Board may resolve that the affiliated organisations and affiliated natural persons pay an annual membership fee, as to be determined from year to year. A dis- _____ tinction may be made in the amounts of the membership fees for individual affiliated organisations and affiliated natural persons both pursuant to the category of the _____ organisation or natural persons (Affiliated Organisations A, B, C, D, E or Affiliated _____ natural persons F) or pursuant to the duration of their membership or otherwise. _____
6. More detailed elaborations regarding the membership fees are set out in the By-laws. _____

AMENDMENT OF ARTICLES, DISSOLUTION _____**Article 12** _____

1. The General Board shall be authorized to amend these Articles and the By-laws, if _____ any, by virtue of a resolution adopted by at least a two-thirds majority of the votes _____ cast. _____
2. An amendment of the Articles shall be effected by a notarial deed before a Nether- _____ lands' notary. Each individual member of the Executive Committee, in the posses- _____



THIS IS A NON-SWORN TRANSLATION OF THE DUTCH ORIGINAL VERSION

In this translation an attempt has been made to be as literal as possible without jeopardizing the overall continuity. Inevitably differences may occur in translation, and if so the Dutch text will by law govern.

- sion of a written consent from the President, shall be entitled to execute this notarial deed. _____
3. The General Board shall be authorized to dissolve the Foundation with the same majority as mentioned in paragraph 1 of this Article. _____
 4. The Foundation should be wound up by the Executive Committee or by a liquidator appointed by the General Board. _____
 5. The General Board shall determine the allocation of the balance, if any, after liquidation, which allocation shall in so far as possible be in accordance with the object of the Foundation. _____
 6. After liquidation, the books and records of the Foundation shall remain in the custody of the person designated for this purpose by the liquidator(s) for a period of at least twenty years. _____

FINAL CLAUSE _____

Evidence of the Power of Attorney granted by the Chairman to the person appearing shows from a private instrument containing a power of attorney, which is attached to this deed. A specimen of the minutes of the meeting in which was resolved upon this amendment of the Articles is attached to this deed. _____

The person appearing is known to me, civil-law notary. _____

WHEREOF DEED, executed in one original at Rotterdam on the date first hereinbefore written. _____

After the substance of the deed and an explanation thereon had been communicated to the person appearing, he stated to have taken cognizance of the contents of the deed and to agree therewith. _____

Immediately following its limited reading, the deed was signed by the person appearing and by me, civil-law notary. _____

(Signed) _____

**ISSUED AS A TRUE BUT NON-SWORN
TRANSLATION OF THE DUTCH
ORIGINAL VERSION**

