

## **AMENDMENT OF THE ARTICLES**

This day, the twenty-sixth day of May two thousand and four, 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 ND9614710, 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 Antiguelouve, Pyrénées Atlantiques (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 nineteenth of March two thousand and four, the General Board of the foundation **Stichting EUROGI**, having its registered office in Amersfoort and its principal 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 association 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 **EURO**pean Umbrella **O**rganisation for **G**eographic **I**nformation.
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 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 geographic 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 ORGANISATIONS**

### **Article 3**

1. The affiliated organisations of the Foundation are legal persons that possess legal personality pursuant to the law applicable to them, and that have been admitted as affiliated organisations.  
The affiliated organisations (hereinafter referred to as Members) are subdivided in affiliated organisations A, B, C, or E. From each country only one national organisation may be an affiliated organisation.
  - a. *A-Members (Full Members)* may be national and Pan-European organisations acting in the GI field on a European level.
  - b. *B-Members (Extended Candidate Members)* may be C-Members of which the three-year term has expired, however, that do not wish to be an A-Member yet. Organisations that are B-Members can retain this status for a maximum of four years unless the General Board resolves with a two-third majority 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 duration 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. *C-Members (Candidate Members)* may be organisations acting in the GI field on a national level that wish to become an A-Member. Organisations that are candidate Members may retain this status for a maximum of three years.
  - d. *E-Members (Pan-European Members)* may be affiliated Pan-European organisations acting in the GI field on a European level.
2. Natural persons may not qualify as Members.
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 Members.

### **Article 4**

1. A Member 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 its admission (or the date mentioned in the Resolution admitting it), a Member has all the rights and obligations arising from these Articles up to the date it forfeits its capacity of Member.
2. A Member 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 a Member:
    - no longer meets the requirements laid down in the provisions of Article 3, paragraph 3;
    - acts in breach of the Articles, the Bye-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.
3. A Member 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 Members**

#### **Article 5**

1. The delegates of A-members 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 B-members have the same rights and obligations as have been given to the delegates of A-members pursuant to these Articles, however, with the exception of the eligibility for President or member of the Executive Committee.  
They pay a membership fee to the amount as determined for them in accordance with article 11 paragraph 5.
3. The delegates of C-Members have the same rights and obligations as have been given to the delegates of A-members pursuant to these Articles, however, with the exception of the voting right and the eligibility for President or member of the Executive Committee.  
They pay a membership fee to the amount as determined for them in accordance with article 11 paragraph 5.
4. The delegates of E-Members have the same rights and obligations as have been given to the delegates of A-members pursuant to these Articles, however, with the exception of the voting right and the eligibility for President or member of the Executive Committee.  
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 A and B-Members.

2. Only natural persons may be members of the General Board.
3. Each A and B-Member 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 Member concerned.
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 A or B-Member of the Member 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 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 Bye-Laws in respect of any subject concerning the Foundation. Provisions of such Bye-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 Bye-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.
5. The delegates appointed by both C and E-Members are entitled to attend the meetings of the General Board and to address these meetings; they have no voting rights.

#### **EXECUTIVE COMMITTEE**

##### **Article 8**

1. The General Board shall appoint from among its members 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 Commit-

tee.

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 Bye-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 Bye-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.
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 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 Bye-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 Bye-Laws.

## **REPRESENTATION**

### **Article 10**

1. The Foundation is represented by the President and by a member of the Executive Committee acting jointly, or by the President and the Secretary General acting 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 Members pay an annual membership fee, as to be determined from year to year. A distinction may be made in the amounts of the membership fees for individual Members both pursuant to the category of the organisation (A, B, C, or E-Members) or pursuant to the duration of their membership or otherwise.
6. More detailed elaborations regarding the membership fees are set out in the Bye-Laws.

## **AMENDMENT OF ARTICLES, DISSOLUTION**

### **Article 12**

1. The General Board shall be authorized to amend these Articles and the Bye-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 Netherlands' notary. Each individual member of the Executive Committee, in the possession 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. An extract of the minutes of the meeting in which was resolved upon this amendment of the Articles is attached to this deed. A list showing all organisations that have the capacity of Affiliated Organisation has been incorporated on the first page of these minutes.

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.