

JR/DI/530096811/INCORPORATION OF AN ASSOCIATION

(unofficial translation)

Draft dated 31 January 2019

This day, \*, before me,

John Roozeboom, Civil Law Notary in the municipality of Rijswijk, personally appeared:

\*

for the purposes hereof acting as an attorney-in-fact duly authorized to represent:

1. **G.**\_\_\_\_\_ **PASTOOR**, born at \* on \*, identification document: \* with number \*, valid till \*, issued on \*, living at \*, **\*not married/married** and not registered as a partner under Dutch law, hereinafter referred to as "Incorporator 1";
2. **NIELS WICHMANN**, born at Horsens (Denmark) on the second of December nineteen hundred and fifty-one, identification document: Danish passport with number 208537547, valid till the twenty-ninth of July two thousand and twenty-five, issued on the twenty-ninth of July two thousand and fifteen, living at 2720 Vanlose, Denmark, Kastanie Allé 24, 1.th, not married and not registered as a partner under Dutch law, hereinafter referred to as "Incorporator 2";
3. **IRENE KINGMA**, born at Oss on the twenty-second of October nineteen hundred and seventy-six, identification document: passport with number 5652757416, valid till the twenty-eighth of April two thousand and twenty-six, living at 1071 XW Amsterdam, Hobbemakade 118 H, register as a partner under Dutch law, hereinafter referred to as "Incorporator 3".

Incorporator 1, 2 and 3 are hereinafter jointly referred to as "the Incorporators".

The person appearing, acting as aforesaid, declared that by this deed the Incorporators incorporate an association – hereinafter referred to as "the

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Association" – which is governed by the following

**ARTICLES OF ASSOCIATION.**

**NAME AND REGISTERED OFFICE**

Article 1.

1. The name of the association is: **North Sea Advisory Council**, hereafter: the Association. The Association has its corporate seat in Zoetermeer.
2. The Association is an association with full legal capacity.

**PURPOSE**

Article 2.

1. The objects for which the association is established are to prepare and provide advice on the management of the fisheries of the North Sea on behalf of stakeholders in order to achieve the objectives of the Common Fisheries Policy (this policy is in these articles referred to as the Common Fisheries Policy.  
The actions of the Advisory Council must always be compliant with the applicable European Regulations.
2. The association is not allowed to allocate profit among its members.

**BODIES**

Article 3.

1. The association has the following bodies:
  - a. the general meeting;
  - b. the board.
2. The board can be supported by an executive secretariat.
3. All members of the association have a seat at the General Assembly.
4. Tasks of the General Assembly include:
  - a. to decide on the adoption of the annual report;
  - b. to decide on the adoption of the strategic plan for the following year;
  - c. to decide on the adoption of and amendments to the rules of procedure. The General Assembly may determine that prior approval of third parties is required for these resolutions.;
  - d. appointment, suspension and removal from office of directors;
  - e. all tasks that were not attributed to another body.
5. Decisions made by the General Assembly shall be taken by consensus. In

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case consensus cannot be reached the honorary chair shall can determine that the subject shall be on the agenda in a next meeting in which meeting a resolution re the subject can be taken with a majority of at least two/third (2/3) of the votes cast. In the convocation for the relevant meeting it has to be mentioned that decisions regarding the subject can be taken with the latter majority.

6. The General Assembly can resolve to appoint an Executive Committee. The General Assembly determines the (maximum) number of members for the Executive Committee, who can be appointed as a member of the Executive Committee and for what period. The General Assembly shall adopt the rules of operation for the Executive Committee in which its working method and its duties and obligations are laid down.
7. If a Secretariat is in function, the appointed of the Secretariat is done by the Board of Directors. The Secretariat acts on behalf of the association and reports on its activities to the Board of directors. Tasks of the Secretariat shall be further described in the rules of procedure.

## **MEMBERSHIP**

### Article 4.

1. Membership of the association shall be open to organisations from the Sector organisations of EU member states with verifiable connections to fishing in the North Sea and other interest groups which are affected by the Common Fisheries Policy in the North Sea.
2. With the admission of members, inasmuch as possible, will be tried to achieve such a ratio between (on the one hand) members that are representatives of the Sector organisations and (on the other hand) members that are representatives of the other interest groups affected by the Common Fisheries Policy as is in accordance with the applicable regulations for the association. This ratio should inasmuch as possible exist in all bodies of the organisation and also in the Executive Committee.
3. Every representative who wishes to become a member shall deliver to the association an application for membership in such form as the directors require. The Board of Directors shall not resolve to admit a representative

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as a member of the association unless he is approved by the EU member state where the organisation is located.

4. Membership ends/ceases:
  - a. If the member dies;
  - b. by withdrawal by the member himself;
  - c. by termination of the membership by the association;
  - d. by dismissal.
5. A member may at any time withdraw from the association by giving at least seven (7) clear days' notice to the association. Membership shall not be transferable.
6. The association may terminate the membership if:
  - a. a member does no longer fulfil the requirements for membership;
  - b. a member has acted against the statutes, rules of procedure or a decision of the association, or has harmed the association in an intolerable way. Termination is executed by the board of directors. The member should get a written notification of the decision, including reason(s) for termination. The member has the right (within one month after the receipt of the notification of termination) to be heard in appeal at the General Assembly. During the appeal the member is suspended. A suspended member has no right to vote.
7. Dismissal of a member can only be executed if the member has acted against the statutes, rules of procedure or a decision of the association, or has harmed the association in an intolerable way. Dismissal is executed by the board of directors. The member should get a written notification of the decision, including reason(s) for dismissal. The member is entitled to be heard and appeal at the General Assembly.
8. When the membership ends in the course of a financial year, the annual contribution for the whole year will be due, unless the board decides otherwise

## **OBLIGATIONS OF THE MEMBERS**

### **Article 5.**

1. Any member of the association has to pay the annual contribution to the association. The amount of the annual contribution shall be determined by

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the General Assembly based on a suggestion by the Board of Directors.

2. The association can impose (financial) obligations to its members by a decision of the board of directors or the General Assembly.
3. Members are also obliged to:
  - a. comply to the statutes and the rules of procedure of the association, as well as the decisions made by the board of directors or the General Assembly; and
  - b. do not harm the interests of the association.

### **NOTICE OF GENERAL ASSEMBLY**

#### Article 6.

1. The General Meetings of the association shall be held in an EU member state which is under the influence of the Common Fisheries Policy.
2. An annual general meeting and an extraordinary general meeting called for the passing of a resolution appointing a person as a director shall be called by at least twenty-one (21) Clear Days' notice. All other extraordinary general meetings shall be called by at least fourteen (14) Clear Days' notice.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.

The notice shall be given to all the members and to the directors.

3. The board of directors and the general assembly and the executive committee can call a general assembly. Invitations can be sent by the Secretariat.
4. Access to the general meeting shall be granted to members who are not suspended and those who have been invited to do so by the board and / or the general meeting. A suspended member has access to the meeting in which the decision to suspend is handled and is authorized to speak on it.
5. With the exception of a suspended member, each member has one vote in the general meeting. Each voting member may grant a written power of attorney to another person entitled to vote to cast his vote. A person entitled to vote may act as a proxy for an unlimited number of persons. A proxy must be received by the Secretariat or the Board of Directors at

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least forty-eight (48) hours before the meeting

**APPOINTMENT AND DISCHARGEMENT OF DIRECTORS**

Article 7.

1. The Board of Directors shall consist of:
  - a. The Honorary Chairperson of the General Assembly;
  - b. The Chairperson of the association;
  - c. The two Vice Chairpersons of the association.
2. The Honorary Chairperson of the association shall be elected with consensus by the General Assembly for a term of three (3) years from amongst the members of the General Assembly. The Honorary Chairperson of the General Assembly shall play an impartial and independent role.
3. The Chairperson of the association shall be appointed by consensus for a term of three (3) years by the Executive Committee from persons nominated by the General Assembly from amongst the members of the General Assembly. The Chairperson shall play an impartial and independent role. In the event that the Chairperson is drawn from the members of the Executive Committee, a substitute member shall be nominated in writing by the organisation which the Chairperson formerly represented. The Chairperson of the association shall not have a vote within the Executive Committee.
4. The First Vice-Chair is to be appointed annually by the Executive Committee from amongst the representatives of the North Sea Sector organisations on the Executive Committee. The First Vice-Chairperson has to be a member of the Executive Committee and shall have a vote in the Executive Committee.
5. The Second Vice-Chair is to be appointed annually by the Executive Committee from amongst the representatives of other interest groups affected by the Common Fisheries Policy. The Second Vice-Chair has to be a member of the Executive Committee and shall have a vote in the Executive Committee.
6. A Director can, even if he was appointed for a certain period or time, be discharged at any time by the body that has appointed him/her.

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## **POWERS OF DIRECTORS**

### Article 8.

1. Subject to the provisions of these statutes, the business of the Association shall be managed by the directors.
2. The Board is, with prior approval of the general assembly, empowered to enter into agreements for the acquisition, alienation (passage) and encumbrance of registered property, and to enter into agreements under which the association engages itself as surety or joint and several co-debtor or through which it guarantees performance by a third person or engages itself to provide security for the debt of someone else.
3. The directors may delegate any of their powers to another body or other person(s), if the directors consider this desirable. The directors appoint this body or other person(s). Any such delegation is subject to any conditions the directors may impose.
4. The Board can only take valid decisions in a meeting in which at least fifty percent (50%) of the active board members are present or represented by written proxy. Every member of the board has one vote. Decisions can be taken by simple majority of the votes cast. Decisions can also be taken outside a meeting but only with a unanimous decision and provided that the resolution shall be laid down in writing

## **REPRESENTATION**

### Article 9.

The association can be represented by the board of directors; or by two directors acting jointly.

## **RULES OF PROCEDURE**

### Article 10.

1. The association bears Rules of Procedure. These Rules of Procedure shall be adopted by the General Assembly. Any amendments must be presented to the members for comment at the Annual General Assembly and agreed by a at least a two-third majority of the members of the Executive Committee. The European Commission and concerned Member States must be consulted beforehand.
2. The rules of procedure are published on the website of the association.

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**DISSOLUTION/WINDING UP**

Article 11.

1. To dissolve the association a resolution of the General Assembly is required to be taken with a majority of a number of votes equal to at least two-third of the number of votes that can be cast in a meeting of the General Assembly in which all members of the General Assembly are present or represented.
2. After all debts and liabilities have been met and funding conditions satisfied, any remaining assets shall be passed to an organisation having similar objectives as the association.

In conclusion, the following was declared:

As Directors of the Association, to the positions stated after their names, are appointed:

1. Incorporator 1, G\_\_\_\_\_ Pastoor, as Honorary Chairperson;
2. Incorporator 2, N. Wichmann, as Chairperson;
3. Incorporator 3, I. Kingma, as Second Vice Chairperson.

The position of First Vice Chairperson is vacant. A First Vice Chairperson will be appointed as soon as possible.

**Powers of attorney.**

- 3/. The powers of attorney are set out in documents which will be attached to this deed.

**Concluding statement.**

This deed, drawn up in one original copy, was executed in Rijswijk on the date first before written.

After the substance of this deed had been stated and the content thereof had been explained to the person appearing, that person declared to have taken cognizance of this deed and not to require this deed to be read out in full. Subsequently, after a reading in part in accordance with the law, this deed was signed by the person appearing, who is known to me, and by me, Notary.