



EuroGeoSurveys (A.I.S.B.L)

(EGS)

Statutes

The founding Members of the association are:

1. Geologische Bundesanstalt – GBA (Austria)
2. Service Géologique de Belgique / Belgische Geologische Dienst – GSB (Belgium)
3. Министерство на околната среда и водите – Ministry of Environment and Water - Directorate of Subsurface and Underground Resources – MOEW (Bulgaria)
4. Hrvatski Geološki Institut - Croatian Geological Survey – HGI-CGS (Croatia)
5. Τμήμα Γεωλογικής Επισκόπησης – Geological Survey Department – GSD (Ministry of Agriculture, Natural Resources and Environment) (Cyprus)
6. Česká geologická služba - Czech Geological Survey – CGS (Czech Republic)
7. De Nationale Geologische Undersøgelser for Danmark og Grønland – GEUS (Denmark)
8. Eesti Geoloogiakeskus OÜ – EGK (Estonia)
9. Geologian Tutkimuskeskus – GTK (Finland)
10. Bureau de Recherches Géologiques et Minières – BRGM (France)
11. Bundesanstalt für Geowissenschaften und Rohstoffe – BGR (Germany)
12. Ινστιτούτο Γεωλογικών & Μεταλλευτικών Ερευνών - Institute of Geology and Mineral Exploration – IGME (Greece)
13. Magyar Állami Földtani Intézet – MAFI (Hungary)
14. Íslenskar Orkurannsóknir – ISOR (Iceland)
15. Geological Survey of Ireland – GSI (Ireland)

16. Istituto Superiore per la Protezione e la Ricerca Ambientale - Servizio Geologico d'Italia – ISPRA (Italy)
17. Lietuvos geologijos tarnyba – LGT (Lithuania)
18. Service Géologique du Luxembourg – SGL (Luxembourg)
19. TNO Bouw en Ondergrond - Built Environment and Geosciences - National Geological Survey – TNO (The Netherlands)
20. Norges Geologiske Undersøkelse – NGU (Norway)
21. Państwowy Instytut Geologiczny - Państwowy Instytut Badawczy / Polish Geological Institute - National Research Institute – PGI-NRI (Poland)
22. Laboratório Nacional de Energia e Geologia – LNEG (Portugal)
23. Geological Institute of Romania – GIR (Romania)
24. Štátny geologický ústav Dionýza Štúra – SGUDS (Slovak Republic)
25. Geološki zavod Slovenije – GeoZS (Slovenia)
26. Instituto Geológico y Minero de España – IGME (Spain)
27. Sveriges Geologiska Undersökning – SGU (Sweden)
28. Bundesamt für Landestopografie, Landesgeologie – SWISSTOPO (Switzerland)
29. British Geological Survey – BGS (United Kingdom)
30. Shërbimi Gjeologjik Shqiptar - Albanian Geological Survey – AGS (Albania)
31. Всероссийский научно - исследовательский геологический институт им. А.П.Карпинского - A. P. Karpinsky All Russia Geological Research Institute – VSEGEI (Russia)
32. Ukrainian State Geological Research Institute – UkrSGRI / State Geological Survey of Ukraine – SGSU (Ukraine)

Article 1 – Form and Name

1.1 The association is a non-profit making organisation of the Geological Surveys of Europe called “EuroGeoSurveys” or, in abbreviated form, “EGS”.

1.2 EGS is governed by Belgian law, and, in particular, is incorporated under the form of a non-profit nature organisation in accordance with the title III of the Law of 27 June, 1921 on non-profit making organisations, non-profit making international organisations and foundations.

Article 2 – Registered Office

2.1 The registered office of EGS is located, on the date of adoption of these Statutes, in B-1000 Brussels at Rue Joseph II, 36-38.

2.2 The registered office may be transferred to any other location in Brussels through a simple majority of the valid votes cast by the Executive Committee.

2.3 The decision regarding the change of the address of the registered office must be published in the annexes of “*Moniteur Belge*”. Its current location, if different from that in Art. 2.1, shall be stated in an Annex to the Internal Rules.

Article 3 – Purpose and Activities

3.1 EGS shall pursue activities of a not-for-profit scientific nature and of international character in accordance with the title III of the Law of 27 June, 1921 on non-profit making organizations, non-profit making international organisations and foundations.

3.2 The purpose of EGS shall be:

- to promote the contribution of geosciences to European Union affairs and action programmes;
- to provide a permanent network between the Geological Surveys of Europe and a common, but not unique, gateway to each of the Members and their national networks;
- to jointly address European issues of common interest in the field of geoscience;

- to publish, or see its Members publishing, technical advice for the European Union Institutions.

3.3 EGS shall only pursue activities that lie exclusively in the public interest or in the interest of public administration that will benefit from the combined and coordinated expertise of its members and in the direct interest of the European Union and/or of the European Free Trade Association.

EGS shall act either in response to specific requests from the European Union, or through its own initiative in formulating proposals for actions of interest to the European Union. These actions may be either inside the European Union or beyond the borders of the European Union.

In furtherance of these objectives, EGS can engage in any lawful activity that can reasonably be expected of an association and undertake such activities as it considers appropriate to the achievement of its aims and objectives (including, but not limited to, conferences, training courses, seminars, workshops, focus groups, study tours, staff exchanges, studies, surveys, publishing, software tools, and lobbying).

In order to fulfil the objectives of EGS, the Members, at their discretion, commit to providing resources in expertise, equipment and data.

3.4 In pursuing the activities of EGS, the Members shall not seek to obtain direct financial advantage for themselves, nor shall it be the objective of EGS to procure direct financial advantage for the Members.

EGS shall not perform activities that would undesirably overlap with the activities of the Members.

3.5 EGS may acquire any and all assets, fixed or otherwise, enter into contractual commitments, receive gifts, dispose of assets, grant privileges or securities in respect of its assets, and transfer title to its assets in accordance with the law, with these Statutes and any amendment to them.

Article 4 – Categories of Membership

4.1 Membership is open to Geological Survey Organisations.

4.2 There shall be two categories of membership: Full Members and Associated Members.

- (1) Full Members are the Geological Survey Organisations of an EU Member State, a former EU Member State, a member country of the European Free Trade Association or of a country that is recognised by the European Commission as an accession candidate.
- (2) Associated Members are the Geological Survey Organisations of any European country, as defined by the Council of Europe, that is not covered by Article 4.2.(1).

Article 5 – Admission of Members

5.1 Applications for Full and Associated membership shall be made in writing, using a paper-based application form provided by the Secretary General of EGS. Applications for the aforementioned membership categories should be addressed to the President of EGS (hereinafter referred to as the “President”). The applicant shall set out in English its status and activities that establish it as its country’s national Geological Survey organisation.

The Executive Committee, having received any additional information it may require from the applicant and taken account of articles 7 and 8, shall table its recommendation at the next Meeting of the General Assembly.

Full and Associated Member eligibility is decided by a vote of the General Assembly. This decision is discretionary and does not have to be justified.

Article 6 – Rights and Obligations

6.1 Each Member must adhere to the Statutes, the Internal Rules, the Code of Conduct appended to the Internal Rules as well as to all decisions implemented in the Meetings of the General Assembly of EGS.

All Members shall work to their normal high professional standards in an open and transparent manner and in full cooperation with the other Members.

6.2 Each Full Member who complies with Article 12.1 may participate in and vote at the Meetings of the General Assembly.

Each Associated Member may participate in Meetings of the General Assembly, without the right to vote.

Full Members shall have an equal right of access to information relating to the activities of EGS and to the results or output of all collective actions undertaken.

Article 7 – Termination of Membership

7.1 Resignation

Any Member may freely resign from EGS by sending a registered letter to the Secretary General of EGS. For the resignation to be effective on the 31st December at 18.00 hours in a fiscal year, it should be filed with the Secretary General before 30th June at 18.00 hours of the current fiscal year.

7.2 Exclusion

The causes of exclusion of a Member are:

- failure to pay membership fee by the date set in the Internal Rules;
- pursuit of conduct contrary to the Statutes, the Internal Rules, the Code of Conduct or to the decisions voted in Meetings of the General Assembly. Members shall receive a written notification of misconduct from the President.

The decision to exclude a Member from EGS shall be proposed to the General Assembly by the Executive Committee. Exclusion shall follow a secret vote with a qualified majority of three quarters of the Full Members present.

The Full Member whose exclusion is proposed shall not take part in the voting.

A Member whose exclusion is proposed shall be invited to present its defence before the Meeting of the General Assembly.

7.3 Effects of the resignation or the exclusion of a Member

An excluded or resigning Member shall not be entitled to a refund of its fee or for a refund of any amount. Termination of membership shall not give rise to any right or valid claim on the net assets of EGS.

The Member shall remain liable for the full payment of its membership fee for the financial year during which resignation or exclusion has become effective.

7.4 Reinstatement of an excluded Member

A Member may be reinstated following a proposal of the Executive Committee by a majority vote of the General Assembly, after paying of outstanding sums, subject to negotiation/ agreement with the Executive Committee, or on termination of the conduct that justified its exclusion according to Article 7.2.

Article 8 – Membership Subscriptions and Resources of EGS

8.1 The resources of EGS comprise: membership fees, subsidies, gratuities and grants, exceptional incomes and incomes from assets of any other nature.

8.2. Membership fees

The yearly membership fee shall be based on a system of categories of EGS Members and units voted by the General Assembly.

The General Assembly shall decide on the number and types of EGS member categories and of the value of units for each category.

The General Assembly shall decide on the assignment of new Members to a member category and may apply certain conditions.

The decisions taken by the General Assembly on the categories, units, assignment of members to a category and any special conditions shall be recorded in the minutes of the Meeting of the General Assembly.

8.3. Subsidies

Subsidies may be received from States, Regions, Municipalities and other public bodies, subject to approval by the Executive Committee.

8.4. Gratuities and grants

Gratuities and grants may be received from general interest organisations, subject to the approval by the Executive Committee.

8.5. Exceptional income

Exceptional income may be received from goods sold or from services provided by EGS.

8.6. Income from assets of any nature

Income may be obtained from any assets belonging to EGS.

Article 9 – Government

9.1 EGS shall be governed by the General Assembly of the Members and by an Executive Committee.

Article 10 – General Assembly

10.1 The General Assembly of the Members shall be the supreme governing body of EGS. The General Assembly of the Members shall decide the general policy, major actions and direction of EGS and shall oversee the management of EGS by the Executive Committee.

10.2 The General Assembly of the Members shall be vested with the following exclusive powers:

- (1) amendments to the Statutes;
- (2) election and dismissal of the members of the Executive Committee;
- (3) admission, exclusion and reinstatement of the Full and Associated Members;
- (4) on, or before, 30th November of each year, approval of the final accounts for the preceding financial year and of the stewardship of the members of the Executive Committee for the affairs of EGS during the preceding financial year;
- (5) on, or before, 30th October of each year, approval of the annual budget of EGS for the following financial year;
- (6) dissolution of EGS;
- (7) establishment and subsequent amendment of Internal Rules of EGS.

Article 11 – Meetings of the General Assembly

11.1 A Meeting of the General Assembly, also referred to as a General Meeting, shall be held at least once every fiscal year. In case of failure of the President to call a Meeting of the General Assembly, a Meeting of the General Assembly may also be called by the Executive Committee or a group of Full Members representing at least 25% of the Full Members of EGS.

11.2 Each Meeting of the General Assembly shall be presided over by the President or, in his absence, by a Chair elected by the General Assembly.

11.3 The President shall give a minimum of five weeks notice to the Members of a Meeting of the General Assembly and shall invite the Members to submit items for the agenda (including supporting documents) in accordance with the Internal Rules of EGS. The agenda of a Meeting of the General Assembly, including all relevant documents and annexes, shall be delivered to the Members not later than two weeks before the meeting date.

No business entailing decisions by the General Assembly may be conducted on any matter not shown on the agenda, unless all the Members with voting rights who are present, unanimously agree to debate and vote on such matters.

11.4 All the Members shall be informed of the decisions of the General Assembly. The discussions and decisions taken during a Meeting of the General Assembly shall be recorded in the minutes of that meeting. The minutes shall be circulated to the Members by the Secretary General of EGS and shall be finally approved in accordance with the Internal Rules of EGS. The minutes shall be kept in electronic format on a hard disk held at the registered office of EGS.

Article 12 – Voting and Quorum

12.1 All Full Members not excluded by virtue of Article 7.2 and not having more than one year of membership fee payment in arrears, with reference to the current fiscal year, may participate in a vote.

Associated Members may attend the meetings as observers.

Each Member shall be represented by its Director or by a designated representative whose status has been approved by the President or Secretary General.

12.2 Each Full Member present at the Meeting of the General Assembly has the right to one (1) vote.

Voting by proxy is not permitted.

12.3 The General Assembly shall conduct business only if at least 60% of the Full Members are present. If a quorum is not reached the Meeting of the General Assembly shall be adjourned.

In the absence of a quorum and in order to avoid a deadlock, the Executive Committee may collect Member's votes either by signed letter or by signed electronic media. The practical detail of such a consultation shall be specified in the Internal Rules. To be valid this consultation mode shall involve at least eighty per cent (80%) of the Full Members.

12.4 The General Assembly shall strive to reach unanimity after full discussion of diverging positions on the resolutions submitted for vote. If unanimity cannot be attained, the following majority rules shall apply:

- decisions for administrative items or financial matters shall be taken by qualified majority of votes of two thirds (2/3) of the Full Members present;
- decisions for the modification of the Statutes shall be taken by qualified majority of votes of two thirds (2/3) of the Full Members present;
- decisions for the exclusion of a Member shall be taken by qualified majority of votes of two thirds (2/3) of the Full Members present; the Member for which exclusion is proposed cannot participate in the vote;
- decisions regarding other matters, and unless otherwise provided in the statutes, shall be taken by a simple majority of the votes of the Full Members present.

The President shall have a casting vote in case of a tie.

Abstentions shall not be taken into consideration when counting the votes of the Members.

Where a resolution of the General Assembly may affect the rights and obligations of a particular Full Member, it shall not be adopted unless approved by the affected Full Member.

This shall not apply to the exclusion of a Member as provided in Article 7.2.

Article 13 – Executive Committee

13.1 Subject to the powers granted to the General Assembly under Article 10 above, the Executive Committee shall enjoy full powers to manage the affairs of EGS and to perform, for this purpose, all activities as it may judge necessary or advantageous to achieve the aims, objectives, and purposes of EGS.

The Executive Committee may, among others, authorize any of the following operations:

- establishing and terminating cooperation with other legal entities in the interest of EGS;
- accepting tasks, such as studies, transfer of expertise, pilot projects and expert missions, from European Union institutions or any third party;
- concluding contracts, including contracts of service to third parties and performing other legal acts;
- accepting national and multinational subsidies.

13.2 The Executive Committee shall comprise at least four (4) members: one (1) President, one (1) Vice-President, one (1) Treasurer and at least one (1) additional member. The President of the Executive Committee shall be the President of EGS.

13.3 The President, the Vice-President and the Treasurer of the Executive Committee shall be chosen from Full Members that belong to European Union Member States. One of the additional members shall be preferably chosen from a Full Member belonging to an EFTA Member State.

13.4 The members of the Executive Committee shall be elected for a term of three years. The mandate can be renewed after the approval of the General Assembly. The President shall serve a term of two years. The organisation of the rotation of the positions within the Executive Committee shall be described in the Internal Rules.

13.5 In order to fill vacancies in the Executive Committee, the President shall set-up a Selection Committee whose mission shall be to select candidates for nominations to the various vacancies.

13.6 Executive Committee members shall be elected by the General Assembly on the basis of a proposal submitted by the Selection Committee.

13.7 Where a member withdraws from the Executive Committee the Selection Committee shall propose a new candidate at the next Meeting of the General Assembly.

Article 14 – Meetings of the Executive Committee

14.1 The Executive Committee shall meet at least three times a year and additionally as necessary to manage the business of EGS. Meetings may be held by means of teleconferences. Between meetings, the President shall consult with the other Executive Committee members before reaching decisions. In case of emergency, the President may take a decision on behalf of EGS, informing the other Executive Committee members as soon as possible.

14.2 Notice of a meeting of the Executive Committee, together with the final agenda and all relevant documents, shall be delivered to the Executive Committee members by the Secretary General at least two weeks before the meeting.

14.3 Every member of the Executive Committee shall strive to attend all Executive Committee meetings. The Executive Committee shall conduct business only if at least one half of its members are present.

14.4 Voting by proxy shall not be permitted during Executive Committee meetings.

Decisions of the Executive Committee shall be taken by a simple majority of the votes cast by its members. In the case of a tie, the President shall have a casting vote.

Abstentions shall not be taken into consideration when counting the votes.

Article 15 – Secretary General

15.1 The nomination of the Secretary General shall be decided by the General Assembly on the basis of the selection made by the Selection Committee and the recommendation of the Executive Committee, and pursuant to the procedures described in the Internal Rules.

15.2 The Secretary General shall serve for four (4) years. Her/his term of service may be renewed, provided she/he is re-elected in competition with other candidates.

15.3 The Secretary General shall be responsible for the day-to-day operational management and administration of EGS, under the supervision of the Executive Committee and in accordance with the Internal Rules. Amongst other tasks, the Secretary General shall be responsible for:

- initiating and maintaining contacts with the European Commission and other third parties;
- strengthening the contacts between the Members and EU Institutions;
- channelling requests of the European Union to the Member institutions and vice versa;
- answering requests from the European Commission or third parties, to the extent that they are covered by the normal budget;
- managing the collective answer of EGS Members to such requests;
- proposing and managing the normal budget of EGS and accompanying work programme;
- managing EGS accounts;
- serving as secretary to the General Assembly and the Executive Committee;
- managing the Secretariat of EGS.

15.4 The Secretary General shall be empowered to delegate appropriate representative, administrative and management duties within the framework of the daily management to third parties.

15.5 The dismissal of the Secretary General shall be decided by the General Assembly, and pursuant to the procedures described in the Internal Rules.

Article 16 – Accounts of EGS

16.1 The annual accounts shall be audited by a legally registered auditing company under the supervision of an auditing committee of two (2) Members of EGS to be elected by the General Assembly. The audit shall be conducted in accordance with Belgian law.

16.2 EGS may establish a Reserves fund, in particular for the purpose of financing special activities or covering special expenditures, or to cover commitments in relation to the possible winding down of EGS.

Article 17 – Financial Year

17.1 The financial year of EGS shall commence on 1st January of each year and shall end on 31st December of the same year.

17.2 The Executive Committee shall propose the annual budget of EGS, which it shall submit for approval to the General Assembly through the Secretary General, in accordance with Article 10.

The Executive Committee shall draw up final accounts for each financial year, which it shall submit for approval to the General Assembly through the Secretary General, in accordance with Article 10.

Article 18 – Legal Representation

18.1 The President and/or the Secretary General shall represent EGS in contacts with third parties. The representation of EGS in contacts with third parties shall be made by the Secretary General for any act and/or action falling under the scope of the daily management.

18.2 All legal acts entered into by EGS shall be signed, unless otherwise stipulated, by the President or by another member of the Executive Committee who shall be designated by the President to act on behalf of EGS¹.

All legal action or arbitration involving EGS, as plaintiff or defendant, before courts, tribunals or other jurisdictions shall be the responsibility of the Executive Committee, represented by the President or by a member of the Executive Committee designated by the President, or by the Secretary General designated by the President.

18.3 The Executive Committee shall be empowered to delegate appropriate representative, administrative and management duties to the Secretary General.

¹ Consequently, the Secretary General will be entitled to sign legal acts which fall under the scope of the daily management.

Article 19 – Amendment of the Statutes and Dissolution of EGS

19.1 Unless otherwise provided by Belgian law, any proposal to amend the present Statutes, shall be made by any of the Full Members.

19.2 Any proposal to dissolve EGS shall be made by the Executive Committee, or by at least one half of the Full Members.

19.3 EGS shall cease to exist when the total number of its Full Members falls below 75% of the number of national Geological Survey Organisations existing in the Member States of the European Union.

19.4 The Executive Committee shall give at least three months' notice of a Meeting of the General Assembly of the Members which has been called to vote on any proposal to amend the Statutes or to dissolve EGS.

19.5 The Meeting of the General Assembly of the Members called for this purpose shall conduct business only if at least sixty per cent (60%) of the Full Members are present.

19.6 A decision to amend the Statutes or to dissolve EGS shall require a majority of two-thirds of the Full Members present at a Meeting of the General Assembly called for this purpose.

19.7 Modifications to the Statutes shall be subject to the conditions foreseen under article 50, § 3 of the law of 27 June 1921 on non-profit making organizations, non-profit making international organizations, and foundations.

19.8 In the event of a decision to dissolve EGS, the General Assembly shall appoint one or more liquidators charged with realising EGS's assets and settling its debts. Any net assets shall be disposed of in accordance with a non-lucrative purpose which the General Assembly shall consider as the most appropriate.

Article 20 – Notice of Meetings

20.1 Notice of meetings may be sent by letter, by fax, or by electronic mail.

Article 21 – Internal Rules

21.1 The Internal Rules shall specify procedures and complement the statutory provisions related to the general functions of EGS.

Any Full Member shall have the right to propose changes to the Internal Rules of EGS. Proposals shall be presented via the Secretary General to the Executive Committee which shall make a recommendation to the General Assembly.

Article 22 – Other

22.1 Any matters which are not covered by the present Statutes, in particular requirements regarding publication in the annexes of the “*Moniteur Belge*”, shall be determined in accordance with Belgian law.