

Federation of European Maritime Associations of Surveyors and Consultants (FEMAS)

MEMORANDUM AND ARTICLES OF ASSOCIATION

1. DEFINITIONS

In the Memorandum and Articles of Association, the following definitions will be applicable:

Federation: the association founded herewith;

General Meeting: the highest Authority within FEMAS;

Executive Council: the board of this Federation. From each Member Association one delegate will be appointed;

President: the titular head of the Federation;

Vice-President: person who will be the next President or replaces the acting President in his absence;

Treasurer: The Treasurer is solely in charge of the finance of the Federation and is a member of the executive Council;

Secretary: the secretary attached to the executive Council;

Members: National Associations functioning as Maritime Associations of Surveyors and Consultants in the European Union;

Associate members: National Associations from outside the European Union;

Maritime Consultant / Marine Surveyor: a person who, by his knowledge and experience, is suitably qualified to express an expert opinion upon subjects of maritime technology and other maritime activities.

2. NAME AND SEAT

2.1 The association, hereinafter referred to as the Federation, bears the name of «Federation of European Maritime Associations of Surveyors and Consultants» and may also be abbreviated and referred to as «FEMAS».

2.2 It has its seat in Rotterdam.

3. OBJECTS

3.1 To keep member organisations informed of proposed legislation affecting maritime affairs which are before the European Union Commissioners or any other governmental body.

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- 3.2 To consider and endeavour to obtain an improvement or amendments to laws and rules which may be desirable to improve the status and customer confidence placed upon the membership of the member organisations.
- 3.3 To provide an organisation which is available to the European Commissioners, National Government Departments, International Bodies and others for consultation concerning matters affecting maritime safety and operations.
- 3.4 To provide a central organisation within the European Union capable of presenting a unified approach to, or being approached by, national or European governmental bodies upon any matters affecting its member organisations or their clients.
- 3.5 To disseminate and update professional knowledge and information amongst the member organisations.
- 3.6 To foster the exercise of the highest quality of professional service in the field of maritime surveying and consulting.
- 3.7 To protect the professional titles «Maritime Consultant» and «Marine Surveyor» or the national equivalent, so that within Europe, they can only be used by persons duly registered within their organisations as being suitably qualified and experienced.
- 3.8 The objects of the Federation are not aimed at making a profit.

4. MEANS

The Federation will attempt to attain its objects by:

- 4.1 collecting, keeping up and spreading the knowledge and information necessary for the profession of maritime consultant / marine surveyor;
- 4.2 stimulating the improvement of professional quality in the field of maritime surveying;
- 4.3 taking care of the protection of the professional title «Maritime Consultant / Maritime Surveyor» or titles comparable to these in the countries involved, in order to procure that only those who come up to certain standards of quality and experience within Europe, be entered as such in the registers of their national organisation;
- 4.4 collecting information, possibly obtained through members, on treaties and national laws relating to maritime affairs, organising this information and keeping the members informed accordingly;
- 4.5 stimulating consultations among the members to achieve common rules for the professions, as referred to above under 4.3 within the European organisation;

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- 4.6 keeping aware of similar organisations of maritime consultants and marine surveyors outside the European Union, in view of reaching ultimately a worldwide harmonisation of the profession;
- 4.7 doing all other things as are incidental or conducive to the attainment of the above objects.

5. MEMBERS

- 5.1 Associations whose members are functioning as maritime consultants / marine surveyors and which comply with the requirements laid down in these regulations can be members of the Federation. Individuals are excluded from membership.
- 5.2 Associations complying with 5.1 but operating outside the European Union may become associate members.
- 5.3 On the proposal of the Executive Council, the General Meeting will decide on the admission of an association as a member of the Federation and on the termination of any membership.
- 5.4 The Executive Council will keep a register in which the names, seats and addresses of the principal offices of all member-associations are entered.

6. TERMINATION OF MEMBERSHIP

- 6.1 Membership is terminated by :
 - 6.1.1 Resignation by the member;
 - 6.1.2 Termination on the part of the Federation. This may occur, for example, when a member no longer complies with the requirements of membership according to these presents, or when a member does not fulfil its obligations towards the Federation, and also when the Federation cannot within reason be held to continue the membership;
 - 6.1.3 Expulsion. This can only be effected when a member acts in conflict with these presents, with the regulations or the decisions of the Federation, or unreasonably to the detriment of the Federation;
 - 6.1.4 Liquidation after the dissolution of a member.
- 6.2 Termination of the Federation shall be effected by a decision of the General Meeting and executed by the Executive Council.
- 6.3 Resignation by a member or termination by the Federation shall only be valid in writing, given towards the end of the Federation year and at a four weeks'

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notice. However, membership may be terminated immediately if the Federation or the member cannot within reason be held to continue the membership.

- 6.4 A termination or resignation in conflict with the preceding paragraph makes the membership expire at the earliest permitted date following upon the date notice as given.
- 6.5 A member cannot by resigning exclude itself from the effects of a decision involving an increase of the member's financial duties, decided upon prior to resignation.
- 6.6 Expulsion shall be effective after an Executive Council review and a decision at the General Meeting.
- 6.7 Even if a membership expires in the course of a Federation year, the annual membership fee remains due for the whole year.
- 6.8 Conflicts arising from termination, expulsion or any other reason, if not settled amicably, shall be brought to the competent Court of Rotterdam. This clause binds all members of FEMAS who agree to comply with the Court decision.

7. ANNUAL MEMBERSHIP FEES

- 7.1 The members are held to pay an annual membership fee determined by the General Meeting, according to a formula laid down in rules for the Federation-year as mentioned in 13.1 commencing after that General Meeting.

The General Meeting elaborates the formula and determines every four years the amount of fee to be paid by the members.

8. PRESIDENCY AND VICE PRESIDENCY

- 8.1 The President is the titular head of the Federation and is elected for a period of 2 years from each Member country on a rotating basis.
- 8.2 The vice President is elected for 2 years on the same basis as the President and is expected to follow on to Presidency upon the President's retirement.
- 8.3 – The President is the official representative of FEMAS. He presides during the Executive Council meetings; he looks after the business of the Federation and the proper application of the Executive Council decisions and has the power of signing all FEMAS documents, together with the Secretary. In his absence the Vice President will exercise the above powers and obligations.

9. EXECUTIVE COUNCIL

- 9.1 The Executive Council consists of one representative from each Member Association. The General Meeting appoints these representatives provided they have been nominated by their respective Member Associations.
- 9.2 Each member of the Executive Council has the right to nominate a deputy.
- 9.3 Any candidacy can be revoked by a resolution of the General Meeting, provided it is carried by at least two-thirds of the votes cast and provided at least two-thirds of the members are represented.
- 9.4 The Executive Council shall report to the General Meeting all decisions made and shall be responsible to that body.
- 9.5 The immediate-past-President may be requested to remain an ex-officio member of the Executive Council for one year without a vote.

10. TERMINATION OF MEMBERSHIP OF THE EXECUTIVE COUNCIL - ROTATION - SUSPENSION

- 10.1 Each member of the Executive Council may be removed at any time by the General Meeting and shall be replaced as soon as possible by a new appointee originating from the same Member Association.
- 10.2 All members of the Executive Council are appointed from each Member Association for a term of two years at the General Meeting coinciding with the end of the Presidency term as mentioned in 8.1.
- 10.3 Membership of the Executive Council will be brought to an end by:
 - 10.3.1 the termination of the Federation membership of the Member Association involved;
 - 10.3.2 resigning.

11. OFFICES OF THE MEMBERS OF THE EXECUTIVE COUNCIL - PROCEEDINGS OF THE EXECUTIVE COUNCIL

- 11.1 Decisions shall be made on the basis of a simple majority but where there is no majority the President shall have a casting vote.
- 11.2 Decisions can only be made when a quorum of two-thirds of the members is present or represented.
- 11.3 Appointment to other offices of the members of the Executive Council shall be decided upon by arrangement in the Council.

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- 11.4 The Executive Council may appoint an independent person to be secretary, whose tasks shall be defined by the Council. The Secretary, although attending, is not part of the Executive Council and has no voting rights.
- 11.5 The Executive Council shall appoint one of their members as Treasurer.
- 11.6 Further details concerning the meetings and the proceedings of the Executive Council may be laid down in the rules.

12. TASK OF THE EXECUTIVE COUNCIL - REPRESENTATION

- 12.1 The Executive Council is charged with the control and management of the Federation, except where restricted by these presents.
- 12.2 The Executive Council may have certain parts of its task performed under its responsibility by committees appointed by the Executive Council.
- 12.3 The Executive Council may enter into contracts for the purchase, transfer or mortgage of immovable rights, to enter into contracts that bind the Federation as guarantor or surety, as partly liable jointly and severally or as party to a collateral agreement, provided the General Meeting gives its consent. Lack of this consent may be used as grounds for a claim by or against a third party.
- 12.4 The Executive Council also requires the consent of the General Meeting for the following decisions:
 - 12.4.1 To conclude legal transactions and make investments amounting to or of the value of 500.00 Euros or more, or the countervalue of this in foreign currency, without prejudice to the contents of 12.4.2;
 - 12.4.2 To hire, rent and to obtain or give the use or benefit of property in any other way;
 - 12.4.3 To enter into agreements that permit the Federation to have a bank loan;
 - 12.4.4 To borrow or to lend monies, apart from the use by the Federation of the permitted bank-overdraft;
 - 12.4.5 To make judicial arrangements;
 - 12.4.6 To be party in a lawsuit, including arbitral proceedings, with the exception of taking provisional measures as seizure for security and other legal measures concerning matters of special urgency;
 - 12.4.7 To enter into or to change contracts of employment. Lack of this consent may not be used as grounds for a claim by or against a third party.
- 12.5 Without prejudice to the contents of the final clause of 12.3, the Federation shall be represented in and out of Court:

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- 12.5.1 either by the entire Executive Council;
- 12.5.2 or by the President together with one member of the Executive Council;

13. ANNUAL REPORT - ACCOUNTS

- 13.1 The Federation year runs from the first of July until and including the subsequent 30th June.
- 13.2 The Treasurer shall keep such books of account as are necessary to give a true and fair account of the state of the Federation's affairs and to explain its transactions at any time.
- 13.3 The Executive Council shall submit its annual report one month before the General Meeting and shall render account of its control and management in the previous financial year by laying before the meeting the necessary balance sheets and receipt and expenditure accounts.
- 13.4 The Executive Council shall keep the documents referred to in 13.2 and 13.3 for ten years.

14. GENERAL MEETING

- 14.1 All powers not given by law or these presents to the Executive Council rightfully belong to the General Meeting.
- 14.2 Yearly, and at most within six months after the Federation year has expired, except for prolongation by a decision of General Meeting, a General Annual Meeting will be held. At this General Meeting, at least the following subjects shall be at issue:
 - 14.2.1 The annual report and the accounts referred to in section 13;
 - 14.2.2 The provision for vacancies, if any;
 - 14.2.3 Proposals of the Executive Council or of members, as announced with the notice for the meeting.
- 14.3 Other General Meetings will be held as many times as the Executive Council deems advisable.
- 14.4 Moreover the Executive Council is obliged to call a General Meeting within four weeks upon a written request to this end by at least four members. If this request is not acted upon within a fortnight, the petitioners may call that meeting themselves in accordance with section 18 or by advertisement in at least one periodical with a broad circle of readers in Europe.

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14.5 Only the subjects notified in the application for calling of an Extraordinary General Meeting may be voted upon at that meeting.

15. ACCESS AND VOTES

15.1 All members of the Federation have access to the General Meeting. Each member that will be represented at the meeting shall inform the Executive Council before the meeting takes place, which of its officers will attend the meeting. Representatives of a removed member association and removed members of the Executive Council have no access.

15.2 The admission of other than the persons referred to in 15.1 shall be decided upon by the General Meeting.

15.3 Each country represented within the federation has one vote.

16. CHAIRMANSHIP – THE MINUTES

16.1 The President shall preside at General Meetings.

16.2 The proceedings at each meeting shall be recorded by the Secretary or someone else appointed for that purpose by the President, in minutes that are to be confirmed and signed by the President and the Secretary. Those who have convened the meeting may have the proceedings recorded in a notarial report. The contents of the minutes or of the notarial report shall be brought to the knowledge of the members.

17. PROCEEDINGS AT GENERAL MEETINGS

17.1 The decision of the President as to whether or not a resolution has been carried is final. The same holds for the content of a resolution in case the proposal voted upon has not been laid down in writing.

17.2 If the decision referred to in the first paragraph is contested immediately after having been delivered, then another vote shall be taken if requested by a majority of the meeting or, in the case of the first vote not being by poll or ballot, a member entitled to vote at the meeting. A second taking of a vote renders the first legally ineffectual.

17.3 Save as herein or by law otherwise provided, all resolutions of the General Meeting are determined by an absolute majority over 50% of the validly cast votes.

17.4 Abstentions and invalid votes shall be considered not cast.

17.5.1 In case there is no absolute majority for a single nominee at an election of persons, there shall be a second vote taken.

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- 17.5.2 If there is still no absolute majority for a single nominee, then the vote shall be re-taken as many times as is necessary to get either an absolute majority for a single nominee, or an equality of votes where only two nominees stand.
- 17.5.3 Each time the aforesaid votes are taken (not including the second vote taken), the nominees shall be those of the preceding vote with the exclusion of the nominee obtaining the least number of votes in that preceding.
- 17.5.4 If at the preceding vote referred to in 17.5.3, more than one nominee falls to be excluded from a subsequent vote due to an equality of votes, then the nominee to be excluded shall be determined by drawing lots.
- 17.5.5 Where there are two nominees only and no clear majority is obtained, then the nomination shall be determined by drawing lots.
- 17.6 When the votes are equally divided on a proposal not concerning elections to office, the proposal shall have been rejected.
- 17.7 All votes shall be cast orally or by a showing of hands unless the President deems that a ballot should be taken or unless one of those entitled to vote demands a ballot prior to the vote. Ballots shall indicate the choice made and nothing else.
- 17.8 An unanimous vote of all members, even though they are not together in a meeting, provided it has been taken with prior knowledge of the Executive Council, shall be as valid and effectual as if it had been passed at the General Meeting.
- 17.9 As long as all members are represented at a General Meeting, resolutions may be validly passed on all subjects at issue - with the exception of any proposal for an amendment of the Memorandum and the Articles of Association - on an unanimous vote even if no notice of the meeting has been given or if such notice has not been given in the prescribed manner or if any other regulation regarding the convening and holding of meetings or any other connected formality has not been observed.

18. NOTICE OF GENERAL MEETINGS

- 18.1 Notice of General Meetings shall be given by the Executive Council. A meeting is called by at least two months' notice, being given and delivered at the members' addresses as stated in the register referred to in section 5.
- 18.2 The subjects for discussion and decision shall be stated in the notice, without prejudice to the provisions of section 19. A member who wishes to add any subject to the agenda must place his proposal in the hands of the Secretary at least one month before the date of the meeting.

19. AMENDMENT OF THE MEMORANDUM AND ARTICLES

- 19.1 No amendment to the Memorandum and Articles of Association of the Federation is possible other than by resolution of a General Meeting, such meeting having been called by a notice which includes an item stating that amendments to the Memorandum and Articles of Association will be proposed.
- 19.2 At least one month before the meeting, those who have proposed amendment to the Memorandum and Articles of Association, shall send a copy of the proposal to all members and obtain an agreement from all.
- 19.3 A resolution to amend the Memorandum and Articles of Association shall only be passed by a majority of at least two-thirds of the votes cast, at a meeting where at least two-thirds of the members are represented. - If a quorum of two-thirds of the members is not achieved, a second meeting shall be convened after two weeks have elapsed but within the subsequent four months, at which the proposal as originally presented may be passed by a majority of at least two-thirds of the votes cast, irrespective of the number of members represented.

20. DISSOLUTION

- 20.1 The Federation can be dissolved by a resolution of the General Meeting. The provisions of 19.1, 19.2 and 19.3 are equally applicable here.
- 20.2 A credit balance after liquidation shall devolve onto those who were members at the time of the resolution of dissolution. - Each of them shall receive such a part of it as correspond with their membership subscription. - With the resolution of dissolution the General Meeting may, however, determine that any credit balance be distributed in an alterative manner.

21. RULES

- 21.1 The General Meeting may lay down rules for the transaction of routine business.
- 21.2 Such rules shall neither conflict with the law nor with the intention of the law, nor with the Memorandum and Articles of Association.

22. FINAL PROVISIONS

- 22.1 This Memorandum and Articles of Association is drawn up and adopted in English.

Adopted at the Annual General Meeting, Paris, October 2010.