

Mundus maris – Sciences and Arts for Sustainability **in short *Mundus maris***

Statutes

On 7 February 2010, Cornelia E. Nauen, Christiane Daem, Luz Stella Garcia Ocampo Cristina Dellepiane, Carla Zickfeld, Stella Williams, Aliou Sall, Ansgar Sebastian Beer, Nduwhite Ndubuisi Ahanonu and Silvia Opitz have met to constitute the Not-for-profit organisation: “*Mundus maris – Sciences and Arts for Sustainability*”, in short *Mundus maris*.

PART I - NAME, REGISTERED OFFICE, PURPOSE & DURATION

Article 1:

The name of the association is “*Mundus maris – Sciences and Arts for Sustainability*”, in short “*Mundus maris*”.

Article 2:

The headquarters of the association is set in the Brussels-Capital Region at 3, avenue de Tervueren, 1040 Brussels.

Article 3:

a) The objectives of the association are principally to develop activities around the provision of scientific and relevant indigenous knowledge and the encouragement of artistic expression about the sea in order to promote its restoration, conservation and sustainable use, to further the study, understanding and respect of aquatic ecosystems and associated biological and cultural diversity.

b) The association may perform any activity related to these objectives, such as training, research, artistic activities, support to educational work, editing any material, creating a library, organising cultural activities, meetings, seminars and workshops, disseminating information relating to its corporate purpose to all its members and any organisation or person with similar activities or having expressed an interest in these activities or the general public.

Article 4:

The association is established for an unlimited period. It may be dissolved at any time.

PART II - MEMBERS - ADMISSIONS - STATUTES - COMMITMENTS

Article 5:

The founding members of the Initiative are

- Cornelia E. Nauen, 3, avenue de Tervueren, 1040 Bruxelles, Belgium
- Christiane Daem, 1, avenue Paul de Merten, 1090 Brussels, Belgium
- Luz Stella Garcia Ocampo, 45, rue des Commerçants, 1000 Brussels, Belgium
- Cristina Dellepiane, Av Messidor 336, 1180 Uccle, Belgium

- Carla Zickfeld, CP 120, 01023 Bolsena (VT), Italy
- Stella Williams, 302 Iju Waterworks Road, Iju-Isaga, Agege, Lagos State, Nigeria
- Aliou Sall, Liberté 6 No. 6443, Dakar Grand Yoff, Sénégal
- Ansgar Sebastian Beer, Anton Betz Str. 37, 40223 Düsseldorf, Germany
- Nduwhite Ndubuisi Ahanonu, Nduwhite Art Consults, RH 14, Cyprian Ekwensi Art and Cultural Centre, Area 10, Abuja., P.O Box 11720, Area 10, Garki Abuja, Nigeria
- Silvia Opitz, Stein Str. 28, 24118 Kiel, Germany

Article 6:

Four types of members are distinguished:

- full members,
- associated members,
- corresponding members and
- honorary members.

All types of members may be physical persons or legal entities.

Anyone wishing to join the association as a full, associated or corresponding member, must apply in writing to the Board. The Board examines the request within a time frame it deems appropriate and makes a proposal to the general assembly, which takes a decision by simple majority. This decision needs not be justified.

The members may in part be legal entities of a scientific, artistic, journalistic/media or educational character, in part, physical persons with a profound knowledge or with experience either in the areas of science, technology, innovation, arts, education, pedagogy and communication, or persons with links to the European institutions or other relevant international organisations.

All members commit to work actively towards the realisation of the objectives of the association.

There will be at least six (6) members.

Article 7:

The full members are:

1. The founders
2. Any member admitted by the general assembly according to the conditions laid down in Article 6 of the statutes.

The general assembly, on the proposal of the Board, may decide to confer the status of *honorary member* to a personality who has shown interest in and support to the objectives and activities of the association.

It may also confer the status of *associated member* to any physical person or legal entity who is interested in the objectives of the association and wishes to participate in its activities or benefit from them.

It may designate as a *corresponding member* any person or legal entity from outside the European Union working in areas of activity in line with the objectives of the association and who wishes to adhere to it.

Article 8:

Only full members have voting rights at the ordinary and extraordinary general assembly meetings provided they have paid their membership dues.

Other categories of members have, as appropriate, an advisory role if they have been invited by the Board of Directors to attend the general assembly meeting. They can also be consulted via electronic means (visio-conference or video-conference).

Article 9:

The full members pay an annual membership fee up to €50 and ensure that the association acquires the resources (material and financial means) necessary for its proper functioning.

The associated members pay an annual fee of a maximum of €1,000.00 which is determined by the Board according to the category of services they receive from the association.

The Board of Directors shall fix annually, in its last meeting before the end of the budgetary year, the amount of these contributions.

The other members (corresponding and honorary members) are not obliged to pay membership fees unless the Board decides otherwise for reasons to be specifically laid down in the interest of the association.

Article 10:

Members are free to withdraw from the association at any time by submitting their resignation to the Board by registered letter or email.

The exclusion of a full member shall be discussed by the board at a meeting, where this issue is to be set explicitly on the agenda. It is then submitted to the general assembly, which decides by two-thirds majority of member votes present or represented after hearing the defense of the interested member or his/her representative prior to this decision.

A full member, who has not responded to three consecutive invitations to the general assembly, is automatically excluded.

PART III - ADMINISTRATION & DAILY MANAGEMENT

Article 11:

The association is administered by a board of at least three and up to eight members, appointed for two years by the general assembly meeting of members and at any time revocable by it.

Board members may be reelected. The mandate of Board Members who have not been reelected is terminated immediately after the general assembly.

Article 12:

The Board of Directors is invested with the power to take all administrative acts and decisions necessary of interest of the association. It has within its authority all acts which are not expressly reserved by law or by these statutes, to the General Assembly.

Article 13:

The directors shall not contract any personal obligation with respect to commitments of the association. Their liability is limited to the honorary mandate they have received.

Article 14:

The Board of Directors elects among its members a President, an Executive Secretary, a Treasurer and several Vice-Presidents.

The President represents the association in all official acts and holds the corporate signature.

Article 15:

The daily management of the association, with the use of the corporate signature for such management is ensured by the Management Committee. The Board of Directors shall determine the powers of the Management Committee.

Among the tasks of the Management Committee will be to prepare an annual activity report, an associated financial report and work programme in consultation with all members. Work programmes can contain activities not exclusively funded by the association.

Article 16:

The Board of Directors shall be convened whenever the interest of the association requires and whenever at least two directors request it. In this case, the President will convene the Board of Directors. It shall meet within fifteen days of the request.

Article 17:

The Board of Directors may deliberate and decide validly if half of its members are present or represented including by electronic means. No board member may hold more than one proxy.

Article 18:

The Board of Directors holds at the headquarters of the association a register of members in accordance with the legal provisions.

All members can consult the register of members at the headquarters of the association, all the minutes, invitations and decisions of general assembly meetings, of Board of Directors meetings as well as the records on persons holding or not managerial positions who are invested with or have received a mandate on behalf of the association to carry out activities, as well as all administrative and financial records of the association.

The minutes and decisions shall be signed by two board members.

Article 19:

The president represents the Association in all official acts and has the corporate signature.

Within the confines of daily management, the Association is in parallel validly represented by the Executive Secretary.

The Board may confer any special mandates to anyone of its choice, in a honorary or remunerated manner or against effective and accepted cost reimbursement.

PART IV - GENERAL ASSEMBLY

Article 20:

The General Assembly holds the sovereign power of the Association in accordance with the law.

In particular it has sole authority to

1. modify the statutes
2. nominate and discontinue board directors
3. if necessary to nominate a Commissioner
4. adopt the budget and accounts as well as to discharge of directors and commissioners
5. the voluntary resolution of the Association
6. the acceptance and exclusion of full members
7. the transformation of the Association into a social objectives-company.

Article 21:

The ordinary general assembly meeting shall be held annually between 01/01 and 30/06. An extraordinary general assembly meeting may be held whenever the interests of the association requires. It must be convened within thirty days from when at least one-fifth of the members so request in writing.

Any meeting is held at the headquarters, unless specified otherwise, and at the date and time specified in the invitation. All members must be invited.

Article 22:

The invitations are signed by the President and the Executive Secretary or, failing that, by two directors appointed by the Board, by ordinary letter or email addressed to each member fifteen days at least before the date of Meeting.

Article 23:

Each member has the right to participate in the meeting either in person or through a person of his/her choice, a member him/herself, holder of a written proxy or through *ad hoc* electronic means (visio-conference or video-conference); the number of proxies is limited to two per person.

Article 24:

The Assembly can deliberate on topics in the agenda, even if it concerns the dismissal of a director or commissioner.

If all members are present or represented and in agreement, the Assembly can deliberate on topics which are not in the agenda, if the urgency so requires, with the exception of issues which would require by law or the present statutes a special majority or the dismissal of directors or commissioners.

Except in cases specified by law or these statutes, the Assembly is validly constituted, regardless of the number of members present or represented.

Except in cases specified by law or these statutes, its decisions are taken by majority vote and in case of a tie, the vote of the President shall be decisive.

The decisions of the General Assembly are reported in a register of minutes signed by the president or a representative and by the Executive Secretary.

This register is archived at the headquarters of the Association where all full members can consult it without removal from that place.

The copies or extracts of the minutes are signed by the President and another member of the Management Committee.

The resolutions of the General Assembly which represent a particular interest to all members are brought to their attention by round robin. Resolutions of interest to third parties are brought to their attention selectively

PART V - BUDGET AND ACCOUNTS

Article 25:

The fiscal year begins on 01/01 of each year and ends on 31/12.

Each year, as of 31/12, the budget of the current financial year shall be adopted and a draft budget associated with the annual work programme is prepared for the next year, both of which are presented at a special meeting of the Board during the first quarter of following year.

The annual accounts are also subject to approval by the Annual General Meeting, held each year between the 01/01 and 30/06.

TITLE VI - DISSOLUTION & OTHERS

Article 26:

The dissolution and liquidation are governed by the specific measures provided by law on non-profit organisations, international non-profit organisations and foundations.

In case of voluntary dissolution of the association, the general assembly specially convened for this purpose shall appoint one or two liquidators, determine their authority (and possible compensation), will indicate how to allocate the net social assets. This allocation must be made to an institution or an organisation whose aims are similar to those pursued by ***Mundus maris – Sciences and Arts for Sustainability asbl.***

In case of legal dissolution, this will be followed, if possible, by an Extraordinary General Assembly of members, convened by the liquidator or liquidators for the purpose of determining the further use of the net assets realised by the liquidation.

Article 27:

Anything not explicitly foreseen in these Statutes shall be settled by the Act of 27/06/1921 amended by that of 2/05/2002 governing non-profit organisations, international non-profit organisations and foundations.

Brussels, 27 February 2011