

TRANSLATED FROM FRENCH

N. 21651

(35252 – 65820P)

**“European Society for Geography”,
acronym: / abbreviated to: “EUGEO”, international association**

1050 Brussels

Identification number: 21651/97

MEMORANDUM AND ARTICLES OF ASSOCIATION

Article 1. The name of the association shall be “European Society for Geography”, abbreviated to “EUGEO”. All documents issued by the association must mention this designation, either in words or abbreviated, which may be complemented with its translations into one or more official languages of a Member State of the European Union, that is:

in German: “Europäische Gesellschaft für Geographie”,
in Danish: “Det Europæiske Geografiske Selskab”,
in Spanish: “Sociedad Europea para la Geografía”,
in French: “Société européenne pour la Géographie”,
in Italian: “Società Europea per la Geografia”,
in Dutch: “Europese Associatie voor Geografie”,
in Portuguese: “Sociedade Europeia para a Geografia”.

Article 2. The association’s registered office shall be in Ixelles, Campus U.L.B. de la Plaine, CP 246, Boulevard du Triomphe, 1050 Brussels. The headquarters can be moved anywhere else in Belgium by decision of the Board of Trustees.

Article 3. The purpose of the association is to stimulate the progress and the dissemination of geographical sciences in Europe, particularly in the countries of the European Union.

Article 4. It can carry out all acts directly or indirectly related to the objects for which the association is established

Its purposes include, though may not be restricted to, the following:

1° to provide a means for cooperation among societies, associations and other legal institutions active in the field of geographical sciences within the Member States of the European Union, and to provide assistance to them;

2° to promote research and education in the field of geography;

3° to establish, to carry out and to support projects and studies corresponding with its purposes, and to initiate all necessary actions for their dissemination through public communications and publications.

Article 5. The association consists of ordinary members, corresponding members, and honorary members.

The dues to be paid by full members and corresponding members shall be fixed annually by the General Meeting. They shall never exceed 5 000 Euros. Dues shall not be charged to honorary members.

Article 6. The dues to be paid for the first year by the founding members shall amount to 500 Euros.

Article 7. Any legal person from a Member State of the European Union with objectives similar to the ones of the Association may become ordinary members. Ordinary members are admitted upon written informal application, by the board of directors acting by a two-thirds majority, with no obligation to state reasons.

Article 8. Any legal person not belonging to a Member State of the European Union pursuing objectives similar to that of the Association may become a corresponding member. They shall be admitted following the procedure that is defined in article 7 above.

Article 9. The board of directors acting by a two-thirds majority may confer, with the consent of the person concerned, the title of honorary member on any legal person, including international organizations, and on any physical person.

Article 10. Ordinary, corresponding and honorary members are free to withdraw from the association at the end of each accounting period, by submitting their resignation in writing to the board of directors, at least three months before the end of the period.

Article 11. Any ordinary or corresponding members failing to pay their dues during the month in which they are notified of the due date, in writing, by registered mail, may be compulsorily suspended.

The suspension of a current or corresponding member may only be decided by the General Assembly (two-thirds majority) after hearing the member concerned, if that member wishes to be heard. The decision of the General Assembly shall be reasoned.

The management board may suspend, pending a decision of the general assembly, an ordinary or corresponding member involved in serious infringements of the Memorandum and Articles of Association or the ethical rules.

Members compulsorily suspended or excluded, or any other eligible parties may not have access to the association's authorized capital. They may not demand nor claim any bank statements, action for account, affixation of seals, or inventory.

Article 12. The Association is administered by a Board of Directors made up of a minimum of three members, chosen by the General Meeting from such the ordinary members as may be proposed at the rate of one representative per country.

At least one of the directors shall be of Belgian nationality.

For a period of four years following the adoption of these Articles of Association, only representatives of the founding members shall be members of the Board.

The directors are appointed for a period of four years. No society may be represented by the same person for more than two consecutive terms.

Vacant seats on the Board occurring during a term are filled by the next General Meeting. Any member of the Board may be revoked by a simple majority decision of the General Meeting.

Article 13. The Board shall appoint from among its members, for a term of office of two years, one chairman, one or more vice chairmen and one treasurer who shall constitute the Executive Committee. Each of them may be re-elected. The Executive Committee includes the last chairman to hold that office.

Article 14. A meeting of the Board of Directors is convened by the chairman or at the request of at least one third of the Board members whenever necessary.

Article 15. In the absence of the chairman, the meetings of the Board are chaired by one of the vice-chairmen or in the absence thereof, by a Director designated for this purpose by the Board.

Article 16. Decisions by the Board of Directors are by a simple majority of votes cast by at least one half of the directors present or represented by a person duly designated and authorized by the society of which (s)he is a member. In the event of a tied vote, the chairman or the director acting as chairman shall have a casting vote.

The directors shall not assume any personal responsibility by reason of their office and are only responsible for the execution of their mandate, which is not remunerated.

Article 17. The Board of directors enjoys all the powers necessary to manage and control the association. Excluded from its sphere of jurisdiction are those acts reserved by law or by these Articles of Association for the jurisdiction of the General Meeting.

The Board's decisions are recorded in the form of minutes which are signed by the chairman of the meeting and by another director. They are kept in a special record book. Extracts which are required be produced shall be signed and certified by the chairman and by a vice-chairman or the general secretary.

Article 18. All acts binding the Association are valid only when signed by the chairman of the Board or, in the absence thereof, by a vice chairman.

The Board may also delegate such powers it deems fit to any director or to the general secretary. It may also appoint proxies out of its members.

Legal actions, either as defendant or plaintiff, shall be brought or defended by the Board of Directors on behalf of the Association, under proceedings or necessary steps instigated by the chairman.

Article 19. The Board of Directors may appoint a general secretary of the Association. It shall determine his (her) powers and, where appropriate, his (her) remuneration. The general secretary shall attend the meetings of the Board, the executive committee and the General Meeting but has no voting right.

Article 20. The General Meeting meets once a year, during the second semester, in a place fixed by the Board of Directors. An Extraordinary General Meeting may be convened at any time by the Board or at the request of one third of all the ordinary members.

All full, corresponding and honorary members are notified of a General Meeting by the Board of Directors, by letter sent at least fourteen days before the date fixed by the Board of Directors which shall include the agenda.

Full and corresponding members may be represented at the General Meeting by a duly empowered person.

Article 21. The general assembly is chaired by the chairman of the Board of Directors or by a director acting as chairman.

Only full members have a voting right at these meetings.

Each full member is entitled to vote at the General Meeting. The total number of votes per country cannot exceed four votes.

Unless otherwise stated in these Articles of Association, decisions of the General Meeting are passed by a simple majority of votes cast, with at least half of the members being present or represented. In the event of a tied vote, the chairman or the director acting as chairman shall have a casting vote.

Article 22. The decisions of the general assembly are recorded in a book of minutes which are signed by the chairman or the director acting as chairman and another director. Any amendment to the Articles of Association, any appointment, resignation or dismissal of a director, and the possible winding up of the association must be published, within one month of their date, in the *annexes du Moniteur belge*.

Article 23. A member may be replaced at the General Meeting by any other member upon written notice of the replacement being notified to the chairman. One member may not hold more than three proxies.

Article 24. The General Meeting shall exercise all the powers which are conferred upon it by law or by these Articles of Association.

It can only decide on items validly included on the agenda, as listed in the notice of the meeting. It can also decide on items presented at the meeting and unanimously approved by the members present at the meeting with at least half of the full members being present or represented.

The General Meeting has powers to:
approve the accounts and the budget;
appoint and dismiss directors;
suspend members;

amending the Memorandum and Articles of Association;
voluntarily wind up the association.

It shall decide on all recommendations made by the Board of Directors. Upon proposal by the Board of Directors, it may adopt all resolutions of interest to the Association.

Article 25. The General Meeting shall fix the amount of the yearly membership fees upon proposal by the board.

Article 26. The financial year of the Association shall run from January 1st to December 31st each year. Exceptionally, the first financial year will run from March 15th to December 31st, 1997.

Article 27. The accounts for the preceding financial year and the budget for the next financial year are submitted each year to the approval of the General Meeting.

Article 28. The general assembly shall appoint one or several auditors to be responsible for verifying the accounts of the Association and for submitting a yearly report to it. Auditors are appointed for a four-year term and are eligible for re-election.

Article 29. Any decision to amend the Memorandum and Articles of Association or to wind up the Association may only be taken by the General Meeting upon a proposal from the Board of Directors. Such a proposal must be brought to the attention of the members at least three months before the date on which the assembly is to decide on the proposed amendment or winding up.

A decision by the General Meeting to amend the Memorandum and Articles of Association or to wind up the association is only valid if it is taken by a two-thirds majority of the members present or represented.

If the quorum referred to in the paragraph above is not confirmed, a second General Meeting shall be convened within the next three weeks.

At this second General Meeting, any amendments to the Memorandum and Articles of Association or a decision to wind up the Association are passed by a two-thirds majority no matter how many members are present.

Article 30. In the event of the Association being wound up, the General Meeting shall, upon a proposal by the board of directors, appoint the liquidator(s), decide on their powers and indicate the disposal of the net assets of the Association. Such disposal must be in favour of a non-profit institution designated at the General Meeting by a majority of two-thirds of the founding members.

Certified true copy:
(signed) Mr. Th. della Faille-d'Oreye,
Deputy-Adviser

BOARD OF DIRECTORS

The General Meeting convened on March 15th, 1997, elected as directors:
Prof. Jean Bastié, boulevard Saint-Germain 184, F-75006 Paris;
Prof. Dr Helmut Brückner, Weimarer Straat 4, D-35091 Cölbe;
Prof. Luciano Buzetti, Via Antonio da Trento 11, I-38100 Trento;
Dr Mary Cawley, Bushypark Lawn 15, IR-Galway City;
Prof. Dr Sofus Christiansen, Hummeltoften 26, DK-2830 Virum;
Prof. Dr Jorge Gaspar, Az. Torro do Fato 7-8, P-1600 Lisboa;
The Rt Hon the Earl Jellicoe, The House of Lords, UK-SW1 London;
Prof. Henri Nicolai, boulevard Auguste Reyers 41, bte 6, B-1030 Schaerbeek;
Dr Walter Petrowitz, Heiderichstraat 14, A-1160 Wien;
Prof. Manuel Valenzuela, Calle Joaquin J. Alarcón 24, SP-28035 Madrid;
Drs Hans de Weert, Weezenhof 29-34, NL-6536 HN Nijmegen.

The Société de Géographie, boulevard Saint-Germain 184, 75006 Paris, is further recognized as a founding member.

The Directors appointed as officials of the Association are:

Chairman: Prof. Henri Nicolai

Vice chairmen:

Prof. Luciano Buzetti

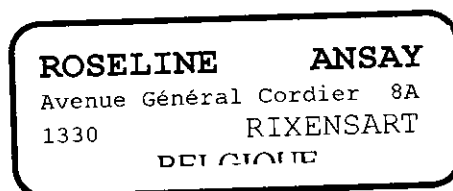
The Rt Hon the Earl Jellicoe

Treasurer: Drs Hand de Weert.

General Secretary: Prof. Armando Montanari, Via della Navicella 12, I-00184 Roma.

(Signed) H. Nicolai,
Chairman.

Translated "Ne Varietur"
The Sworn Translator
(Court of Appeal, Brussels)



Vu par Nous, Premier Président de
la Cour d'Appel séant à Bruxelles,
pour la légalisation de la signature
de Roseline Ansay
Bruxelles, le 13/01/04



M. de le COURT