

# SeaDataNet AISBL

INTERNAL RULES (28 SEPTEMBER 2018)

## 1. STATUS OF THE INTERNAL RULES

The Internal Rules are supplementary and subordinate to the Articles of Association of the SeaDataNet AISBL, an international Non-Profit Organisation registered under Belgian law on May 6<sup>th</sup>, 2019. In the case of any contradiction between the Rules and the Articles of Association, the latter shall prevail.

## 2. PURPOSE

To achieve the purposes of the Association (Art. 2) SeaDataNet AISBL will base its activities on a strategic programme and a workplan which will be updated annually.

## 3. MEMBERSHIP

### 3.1. ADMISSION GUIDELINES AND CRITERIA

Agencies, institutes, SMEs and other organisations fulfilling public tasks in the field of oceanographic data management, processing or dissemination, or providing dedicated solutions for this purpose (hereafter “Institutions”), with a strong current or planned involvement in the Seadatanet infrastructure, tools and/or services, may apply to become a member of SeaDataNet AISBL.

An Institution may be admitted as member, if it supports the aims and objectives of SeaDataNet AISBL. The application shall be submitted in writing, describing the tasks and activities, indicating the status of the Institution and its relations with other marine institutions in its home country. The head of the applying Institution will be invited to attend the next General Meeting to present his/ her institution before the meeting takes a decision.

### 3.2. RIGHTS OF MEMBERS

The members enjoy the rights given by the Articles of Association from the moment they are approved by the General Meeting. These rights also include the following:

- Eligibility to the Executive Directors Board and all subsidiary bodies
- Reception of copies of the Articles of Association and the Internal Rules
- Reception of appropriate notice of all meetings of the Association.
- Information and consultation on an on-going basis about the activities of the Association.
- Benefit from the information service provided by the Association, whether in print or electronically.
- Consultation in the preparation of SeaDataNet AISBL position papers



- Participation in any appropriate meetings, workshops, conferences and other events organised by the Association.

Each Member has one vote.

### **3.3. OBLIGATIONS OF MEMBERS**

Members will continuously maintain, develop and promote the Seadatanet infrastructure, tools and/or services. Those operating an oceanographic data centre, especially, are expected to regularly populate the Seadatanet metadata catalogues and to steadily make new datasets available.

Members shall appoint one delegate who is authorized to act on behalf of his/her institution. The delegate shall ensure that information concerning the activities of the Association is circulated throughout his/her institution, as appropriate.

Members contribute to working groups and other subsidiary bodies through their delegates or appointed experts. They undertake to make an active contribution to the activities of the bodies, in particular by ensuring attendance to all appropriate meetings and producing written contributions if required.

Members contribute an annual membership fee; the rate determined by the General Meeting is attached to the Internal Rules.

### **3.4. RESIGNATION OF A MEMBER**

A Member remains liable for its commitments made prior to the notification of its decision to leave, unless agreed differently by the remaining members.

### **3.5. PARTICIPATION OF NON-MEMBERS**

The following institutions with which special relationships have been established may be invited by the General Meeting to become Observers:

- On their motivated request, Institutions that are unable to fulfil requirements for membership;
- International organizations (governmental and non-governmental) which have aims and objectives consistent with those of the Association;
- European institutions and bodies of the European Union.

Observers may participate in the General Meetings and meetings of subsidiary bodies without having a vote.

Non-member institutions and commercial companies which are willing to contribute to the work of the Association may participate in workshops and meetings of subsidiary bodies of the Association by invitation, without having a vote, and may conduct work or research by agreement or under contract.



## 4. GENERAL MEETING

### 4.1. REPRESENTATION

Each Member is represented in the General Meeting by its notified delegate who is authorized to take decisions on behalf of the institution. Experts may support the delegate.

### 4.2. PREPARATION OF A GENERAL MEETING

A preliminary notice of the Annual Meeting, giving the proposed dates and venue, and including the provisional agenda, shall be sent by the Secretary General to the members at least two months in advance. Notice of an Extra-ordinary General Meeting should be sent to the members immediately after the decision of the Executive Directors Board (Art. 8 para 9). For an Adjourned Meeting the notice shall be sent out not later than two weeks after the General Meeting that initiated the Adjourned Meeting.

The provisional agenda for the Annual Meeting shall cover the following items:

- Reports by the
  - Chairperson
  - Secretary General
  - Subsidiary bodies
- Information about the outcome of relevant EC-projects and contracts
- Membership issues
- Approval of new activities and subsidiary groups
- Approval of the workplan
- Financial matters and approval of the annual accounts
- Elections
- Next Annual Meeting

In the notice, the Secretary General shall indicate whether any vacancies are to be filled on the Executive Directors Board and which members of the Executive Directors Board wish their names to go forward for re-election and shall invite further nominations.

Members may request to insert any additional item in the agenda. Such request must reach the Secretariat Office at least four weeks before the General Meeting. The Secretary General shall inform all members of this additional item at least three weeks before the General Meeting by any means of communication.

Documentation and information relating to the items on the agenda shall be circulated amongst members in advance of the meeting with sufficient time to allow members an opportunity to consider them.



### **4.3. MEETINGS**

General Meetings are held in privacy. The Executive Directors Board may decide to invite guests and experts to specific sessions of the meeting. The meeting may revoke this decision at any time.

If the Annual Meeting does not decide the date and venue of the next Annual Meeting this shall be determined by the Executive Directors Board at least six months in advance of the meeting.

The minutes of the Meetings are produced by the Secretary General and signed by the Chairperson and the Vice Chairperson. They must indicate the date of the Meeting and, as an attachment, the identity of the participants. The minutes must include the decisions and resolutions passed by the meeting and a summary, if requested by the members, of their statements. The resolutions of the meeting must be registered in due time in the record of resolutions, kept by the Secretariat Office. The minutes shall be at the disposal of the members on the website of the Association.

## **5. THE EXECUTIVE DIRECTORS BOARD**

### **5.1. COMPOSITION**

The Executive Directors Board should be composed of high ranking representatives of the Members who are skilled in the management of oceanographic data. Institutions responsible of the key elements of the SeaDataNet infrastructure should be adequately represented.

Before the first three years term of a Board member ends he/she should indicate six months in advance whether he/she stands for re-election. If there are more candidates than vacancies, the matter should be resolved so far as possible by consensus. If this is not possible, there shall be a vote by secret ballot. Members shall vote for the same number of candidates as there are vacancies. The candidates receiving the most votes shall be eligible to fill the vacancies.

### **5.2. OBLIGATIONS OF THE MEMBERS OF THE EXECUTIVE DIRECTORS BOARD**

The members of the Executive Directors Board exercise their responsibilities and tasks in a proactive manner. They participate regularly in the Executive Directors Board meetings.

### **5.3. MEETINGS**

The Executive Directors Board meets as often as appropriate, normally four times per year. The rules of procedure for General Meetings are to be applied accordingly. The Chairpersons of the subsidiary bodies are invited to participate in the meetings of the Executive Directors Board without having a vote. The Executive Directors Board may decide to meet in camera.

### **5.4. DECISIONS IN WRITING**

Written consultation can be used when necessary.



## 5.5. TASKS

The Executive Directors Board has the following tasks:

- a) To represent the Association, in agreement with arrangements made within the Executive Directors Board and the Secretariat Office.
- b) To ensure the policies and practices of the Association are in keeping with its purpose.
- c) To decide about the setting of strategic priorities and the planning of activities of the Association and propose the annual work programme to the Annual Meeting.
- d) To support the Secretariat Office with implementation of the strategic plan and the work programme.
- e) To follow the work of the Secretariat Office and to mandate the Secretary General to validly represent and legally bind the Association with regard to matters as decided by the Executive Directors Board (Art. 11 para 2) .
- f) To prepare the General Meetings together with the Secretariat Office.
- g) To propose the annual budget and the membership contributions to the Annual Meeting and to prepare the annual accounts
- h) To fulfil further duties and assignments delegated to the Executive Directors Board by decision of the General Meeting.

## 6. THE CHAIRPERSON

The Chairperson and the Vice Chairperson are proposed by the Executive Directors Board for election by the General Meeting for a three years term. When the three years term of the Chairperson and the Vice Chairperson ends the Executive Directors Board either proposes them for re-election for another 2 years or proposes new candidates. If the Annual Meeting agrees with the proposal the respective persons have to be elected or re-elected as members of the Executive Directors Board.

The Chairperson chairs the General Meetings and the meetings of the Executive Directors Board.

Between meetings of the Executive Directors Board the Chairperson interacts with the Secretary General to ensure the implementations of the decisions of the General Meeting and the Board.

The Vice-Chairperson has to perform the Chairperson's duties in his/her absence and those tasks as have been delegated to him/ her by the Executive Directors Board.

## 7. ESTABLISHMENT OF SUBSIDIARY BODIES





The General Meeting or the Executive Directors Board upon authorisation by the General Meeting may establish and dissolve subsidiary bodies as seems appropriate and decide about their terms of reference including the duration, the composition of the body, the nomination of the chair and the rules of procedure.

The following working group will be established by the second General Meeting:

- Technology Working Group (TTG)

Unless otherwise decided by the General Meeting a subsidiary body is open for participation by all members who are interested in the work and willing to contribute to the objectives. Participating members have to inform the Association about the expert they are nominating.

## **8. THE SECRETARIAT OFFICE**

### **8.1. STAFF**

The procedure for advertising the post, selecting candidates and appointing the Secretary General is left to the discretion of the Executive Directors Board which submits its proposal for appointment to the General Meeting. The power to appoint or remove other secretariat staff is delegated from the General Meeting (Art. 11 para 1) to the Secretary General. The Secretary General informs the Executive Directors Board about any appointment or removal. As far as possible the staff should be seconded by Members upon reimbursement by the Association.

Additional staff may be employed if financed by external funding of Members or third parties.

### **8.2. MANDATE OF THE SECRETARY GENERAL**

The Secretary General validly represents and legally binds the Association with respect to those matters which have been delegated to him by the Executive Directors Board in accordance with para 6.5 lit.e.

With the consent of the Chairperson the Secretary General is authorised to deal with requests by third parties to be informed about the resolutions of the General Meeting.

### **8.3. SPECIFIC TASKS**

Within his/her tasks (Art. 11 para 2) the Secretary General shall

- a) keep Members informed with respect to the activities of the Association
- b) bring to their notice any work or problems which might be of their interest
- c) inform them about the outcome of relevant meetings, conferences and other events, he/ she or other Secretariat Staff attended on behalf of the Association
- e) provide practical support for meetings of subsidiary bodies.

Concise tables of the meetings the Secretariat Office plans to attend in the upcoming 6 months and of meetings attended in the past 6 months are to be presented at the Executive Directors Board meetings.



The highest priority specific objectives for the Secretariat Office for each year will be prepared together with a short report on progress against previous year's objectives for discussion at the first meeting of the year of the Executive Directors Board.

## 9. POLICY MATTERS

The Association operates an equal opportunities policy in all aspects of its operation, based upon gender equality and equal opportunities for all. It takes care to ensure the fairest possible balance between the players represented in its bodies.

The Association will support European marine initiatives with the objective of maximising the benefit for the members and the development of oceanographic data management in Europe.

The Organisation may establish co-operation including non-members for realisation of its purpose. Such co-operation shall be properly documented in writing, and established in the collective interest of the members of the Association. Participation in established groups is optional for members of the Association.

Before participating in calls for proposals in respect of externally funded projects and signing agreements or contracts with relevant third parties, including external funding of activities, the Executive Directors Board is consulted to ensure that the Association is acting in their collective interests.

## 10. FINANCIAL REGULATIONS

### 10.1. BUDGET

The financial administration shall be effected in accordance with the annual budget approved by the Annual Meeting. The budget shall reflect the estimated income and costs and shall be calculated on the basis of the Euro. The Secretary General is accountable for the budget and shall ensure that expenses and commitments are in conformity with the budget provisions. Any expenditure or commitment over the agreed annual budget, or for a period beyond the annual budget must be approved by the Executive Directors Board.

As a safeguard against unexpected developments, the Association can also decide to have at its disposal a reserve fund, the amount of which shall be determined by the Annual Meeting.

The Association's income includes membership contributions, external funding from national, international or EU bodies, institutions or associations and specific gifts or money, property or other assets (Art. 12) as well as income from secondary commercial and profitable activities (Art. 2 para 4).

Members shall bear their own costs for attending meetings and participation in the activities of the Association.

### 10.2. CONTRIBUTIONS

As an exception to the rule the membership contribution for the first exercise is fixed by the first General Assembly of the Association.



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The Annual Meeting, as advised by the Board, fixes the contribution, at the latest 6 months before the date at which the new rate shall come into effect. If a change of contribution is required at a shorter notice to Members, this has to be agreed by an Extraordinary General Meeting called for the purpose.

Members shall be prepared to contribute additionally to the costs of running the Association by contributions in kind to activities such as hosting meetings, organising workshops, ad hoc study groups or pilot projects, rendering consultancy services to national and multilateral bodies, employing consultants, financing publications, providing for their own costs of communications.

Contributions shall be paid within the deadlines set by the Executive Directors Board. Penalties for overdue payment shall be set at 1% per month.

Bank fees related to any payment shall be borne by the sender.

Any payment made by a Member on whatever ground may, without prior notice, be allocated by the Executive Directors Board to the earliest outstanding debt incurred by this Member.

If a Member fails to pay the penalty for overdue payment despite a formal request, the Executive Directors Board may decide that the Organisation will cease to provide services to that Member until the penalty is paid in full.

