

Article I. Name, Legal structure and Head Office

1. The name of the association is: **European Maritime Heritage**.
The association has also the trade name: *EMH*.
2. The association has its official seat in the municipality of Amsterdam.
After approval of the General Assembly the head office of the association can be in another place.

Article II. Object

1. The objects of the association are:
to safeguard the maritime heritage afloat which embraces the single traditional ship and boat in which is found the evidence of a particular civilization or significant development as well as traditional sailing, seamanship, maritime workmanship and its infrastructural environment.
2. The association may achieve its objects by:
 - a. to represent the common interests of the members as a common representative and advisory body towards national, European and other international entities such as the European Parliament, the European Commission, the International Maritime Organization (IMO), the United Nations Educational, Scientific and Cultural Organization (UNESCO) and any other relevant organisation;
 - b. to encourage and organize the cooperation of its members;
 - c. to assist its members or national or international entities in providing standards with regard to preservation, restoration, presentation or operation of maritime heritage;
 - d. to form a permanent network of individuals, public or private bodies or any other kind of organisations, institutions or groupings, dealing with maritime heritage;
 - e. to contribute to the mutual understanding and exploration of different maritime cultures and to increase the common knowledge;
 - f. to take any action which might be appropriate for the protection of the interests of its members with regard to the preservation, restoration, operation and promotion of maritime heritage;and to perform all that is connected thereto in the broadest sense of the word.

Article III. Membership

1. Members
The association may have National Members, Advisory Members, Regional Members, Associated Members and Honorary Members.
Members within the meaning of these articles of association include all types of members unless explicitly stated otherwise.
 - 1.1. National members

National members shall be national (umbrella) organisations of owners and / or operators of traditional craft. There shall only be one National Member to each state.

1.2. Advisory Members

Advisory members shall be Maritime Museums or similar organisations.

1.3. Regional Members

Regional members may be any organisation of owners and / or operators of traditional craft, which other than the National Members are only of regional relevance. There are no Regional Members from a country with a National Member.

1.4. Associated Members

Associated Members may be any organisation or any individual, supporting the aims and objectives of the association.

1.5. Honorary members

The General Assembly may appoint Honorary Members of the association.

Honorary members are no members as meant in the provisions of Book 2 of the Dutch Civil Code.

Article IV. Governance

The association has the following bodies:

- the General Assembly (“GA”): the body of the association that consists of the members / the meeting in which all persons entitled to attend the general assembly assemble;
- the General Board (“GB”): the board of the association;
- the Daily Management Board (“DM”): vested with the daily conduct and management of the business and the affairs of association.

1.1. Duties of the General Assembly

The GA has the following duties and authorities:

- 1.1.1. to approve the financial guidelines of the association;
- 1.1.2. to approve the financial report;
- 1.1.3. to approve general policies for the work of association and a yearly strategic plan;
- 1.1.4. to approve the activity reports of the GB and the DM;
- 1.1.5. to determine membership fees;
- 1.1.6. to appoint the members of the GB;
- 1.1.7. to appoint specific committees, working groups and their policies;
- 1.1.8. to approve Honorary Members;
- 1.1.9. to decide about the place in which the head office of the association shall be located;
- 1.1.10. to decide about new membership applications;

- 1.1.11. to discuss any other relevant topic in connection with maritime heritage and to issue resolutions thereto as may be appropriate;
- 1.1.12. to amend the articles of association;
- 1.1.13. to dissolve the association.

1.2. Rules of the General Assembly

- 1.2.1. The regular General Assembly shall be held at least once a year. Members shall be given not less than twelve weeks' written notice (including email addresses) of the time, place and draft agenda by the DM.
The final agenda and the latest proposals to be discussed and to be voted are sent out not less than four weeks before the meeting.
- 1.2.2. General Assemblies are chaired by the chairman of the GB or his deputy. If the chairman and his deputy are absent, one of the other members of the GB, to be appointed by the GB, will act as chairman.
If it is also not possible to appoint a chairman in this manner, the meeting will appoint its own chairman.
Until that time the temporary chairman will be the oldest person present at the meeting.
- 1.2.3. Minutes must be taken of the proceedings at each meeting by the secretary or another person to be appointed for this purpose by the chairman and the minutes must be adopted and signed by the chairman and the secretary.
Those convening the meeting may have a notarial record drawn up of the proceedings.
The contents of the minutes or of the record must be made known to the members.
- 1.2.4. If urgent decisions of the General Assembly are required, the DM may call for an extra ordinary General Assembly, in which case the notice period may be reduced to fifteen (15) days before the day of the meeting.
- 1.2.5. The General Assembly is competent to pass resolutions and to vote if the proposals have been send out in time and are not changed during the meeting.
- 1.2.6. Members who are unable to attend a General Assembly may give a written right to vote by proxy on their behalf to the chairman of the GB or to another member. A member may vote only for two other members.
- 1.2.7. In so far as not provided otherwise in the articles of association or by law, all resolutions of the General Assembly must be passed by an simple majority of the votes cast.
- 1.2.8. Resolutions proposed by a number of members of the association who are together entitled to cast at least one tenth of total votes at the General Assembly can only be taken if at least fifty percent (50%) of the total votes of

all members can be cast by the present or represented members at the General Assembly.

- 1.2.9. The members of the association have the following voting rights:
- each National Member has the right to cast ten votes at the General Assembly;
 - each Advisory Member has the right to cast one vote at the General Assembly;
 - each Regional Member has the right to cast six votes at the General Assembly, if there are more Regional Members from the same Country they have only right to cast ten votes together. The association can not have more than ten Regional Members from the same Country because each member should have at least one vote;
 - each Associated Member has the right to cast one vote at the General Assembly.

Honorary Members and/or suspended members do not have voting rights.

- 1.2.10. All the members of the association, any member of the GB who is not a member of the Association and all provisional members have access to the General Assembly. The General Assembly decides on the admission of persons other than aforementioned.
- 1.2.11. An unanimous resolution of all the members, even if not together at a meeting, will have the same force as a resolution of the General Assembly, provided that it is passed with the prior knowledge of the GB.
This applies also for resolutions to amend the Articles or to dissolve the association.
- 1.2.12. As long as all the members are present or represented at a General Assembly, resolutions may be passed on all matters coming up for discussion – therefore also a motion to amend the articles of association or to dissolve the association – provided they are passed unanimously, even if the meeting has not been convened in the prescribed manner or any other provisions for convening and holding meetings or related formalities have not been observed.

Article IV.2. General Board (GB)

2.1. Duties and authorities of the GB

The GB shall be charged with the management of the association. The GB has amongst others the following duties and authorities:

- 2.1.1. to prepare general policies for the work of the association and a yearly strategic plan for approval of the General Assembly;
- 2.1.2. to deliver activity reports to the General Assembly;
- 2.1.3. to prepare and supervise an action plan and to force action of the association on a permanent and regular basis within the general policies of the association;

- 2.1.4. to nominate specific committees and working groups for approval of the General Assembly;
- 2.1.5. to setup financial guidelines and rules of reimbursement of expenses including a structure of membership fees to be approved by the General Assembly;
- 2.1.6. to decide about loans, investments, hiring personnel and rental agreements;
- 2.1.7. to propose persons for the appointment as Honorary Members;
- 2.1.8. to decide about provisional membership of applicant-members during the time between the application and the decision of the membership by the General Assembly and their participation in activities of the association at applicants own risk, responsibility and costs.

2.2. Rules of the GB

- 2.2.1. The GB consists of a number of members –individuals- to be determined by the General Assembly. The GB has at least four members. The GB must be appointed by the General Assembly.
The GA may appoint one thirds of the members of the GB from persons outside the EMH.
The National Members have each the binding right to nominate one representative to the GB.
The Advisory Members together have the binding right to nominate one representative to the GB.
The Regional Members have each the binding right to nominate one representative to the GB.
The Associated Members together have the binding right to nominate one representative to the GB.
If the General Assembly must appoint a member of the GB from a list of binding nominees, then the binding force of each nomination may be removed by a resolution passed at that meeting with at least two thirds of the votes cast.
- 2.2.2. Each member of the GB has one vote in the meeting of the GB.
- 2.2.3. Members of the GB shall be appointed for a regular period of three years or until the next General Assembly takes place. Re-election is possible at all times. The GB will draw up a rotation schedule.
- 2.2.4. All decisions of the GB will be taken with simple majority.
If there is an equal division of votes on a proposal, then the casting vote will be determined by the members of the GB who are nominated by the National Members. If this also doesn't deliver a decision the General Assembly is authorized to decide.
- 2.2.5. If the regulations for holding meetings and announcing the business to be dealt with have not been observed, the GB may also – inside and outside a meeting

- pass legally valid resolutions, provided that they are approved of in writing by all its members, by email included.
- 2.2.6. Any member of the GB, also if he has been appointed for a definite period of time, may be dismissed or suspended by the General Assembly at any time. A suspension that is not followed by a resolution to dismissal within three months will end by the expiry of this period.
- 2.2.7. Membership of the GB Board will also end:
 - a. on termination in writing by the member of the GB;
 - b. by death.

Article IV.3. Daily Management Board (“DM”)

The GB appoints from its members the three members of the DM. The members of the DM divide their functions under themselves, including the function of chairman, secretary and treasurer.

The members of the DM remain member of the GB. The chairman, secretary and treasurer of the GB are also the chairman, secretary and treasurer of the DM.

Article IV.3.1. Duties of the Daily Management Board

The Daily Management Board has amongst others the following duties and authorities:

- 3.1.1. to execute the general policies for the work of association and a yearly strategic plan approved by the General Assembly;
- 3.1.2. to execute the strategic action plan and to force action of association on a permanent and regular basis within the general policies of the association ;
- 3.1.3. to prepare financial guidelines and rules of reimbursement of expenses including a structure of membership fees;
- 3.1.4. to prepare decisions about loans, investments, hiring personnel and rental agreements for the GB;
- 3.1.5. to prepare proposals for specific councils and working groups;
- 3.1.6. to run the daily conduct and management of the business and the affairs of association.

Article IV.3.2. Rules of the General Board and the Daily Management Board and representation

- 3.2.1. The GB decides about the internal rules.
- 3.2.2. Each member of the Daily Management Board with the title chairman, secretary or treasurer can represent the association.

Article IV.4. Special purpose councils or working groups

The GB may nominate permanent councils or non-permanent working groups for specific tasks, their duties, rules and formalities, all to be approved by the General Assembly.

Article V. Terms and conditions of membership

1. Any individual, public or private body or any other kind of organisation, institution or grouping involved in the preservation, restauration, operation and promotion of maritime heritage, especially traditional vessels – including ships and boats -, sail training vessels or replicas as well as maritime museums, museum harbours and other bodies with similar interests, wishing to apply for membership of the association, shall send a written or email application to the head office.
2. Applicant members shall give a declaration in writing or by email: whom he is representing (in case of being not an individual the name, seat and registration has to be clearly and fully stated in written) and that he will:
 - a. accept the articles of association and by-laws of the association;
 - b. support the policies, goals, rules, duties of the members and guidelines of the association,
 - c. pay the membership fee after the confirmation of the membership by the General Assembly,
 - d. support other members and the work of the GA, GB, DM and of councils and working groups.
3. The General Assembly is the exclusive decision-making committee on the membership application.
4. During the time between the application and the decision of the membership the applicant will by written approval of the GB have a provisional membership without any obligations and rights but with the permission / opportunity to participate in activities of the association at own risk, responsibility and costs as long, as the applicant is supporting the policies of association and is acting within the rules and guidelines of association.
5. All members of association except Honorary Members shall pay an annual subscription fee to be fixed by the General Assembly.
6. Membership of the association ends:
 - a. on a member's death;
 - b. on termination by the member until the end of the year by sending a written notice to the DM not later than six weeks ahead of the termination date;
 - c. on termination by the Association.

This may occur if a member ceases to meet the requirements of membership as laid down in the articles of association, if he fails to fulfill his obligations towards the association and also if it cannot in all reasonableness be required of the association that it continues the membership;
 - d. on disqualification.

Disqualification from membership may only be pronounced if a member acts contrary to the articles of association, standing orders or resolutions, or treats the association unreasonably.

7. Termination contrary to the provisions of the preceding paragraph under b will end the membership on the earliest permitted date following the date with effect from which the membership was terminated.
8. Termination by the Association is effected by the GB.
9. Furthermore the membership may be terminated with immediate effect if the association or the member can not be required in reason to allow the membership to continue.
10. A member may terminate his membership with immediate effect within one month of having been informed of a resolution to convert the association into another legal form or to merge or demerge/divide the association within the meaning of Title 7 of Book 2 of the Dutch Civil Code (*Burgerlijk Wetboek*).
11. A member may also terminate his membership with immediate effect within one month of having become aware or having been informed of a resolution limiting his rights or increasing his obligations towards the Association.
In that case the resolution will not apply to him.
A member is not authorized to exclude a resolution applicable to him, which entails a change to his financial rights and obligations, by terminating his membership.
12. Disqualification from membership is effected by the GB.
13. In the event of a resolution that the membership be terminated by the association on the grounds that a member has failed to fulfill his obligations towards the association and also that it cannot in all reasonableness be required of the association that it continues the membership and in the event of a resolution to disqualify the member, the person involved will be entitled to appeal to the General Assembly within one month of having been informed of the resolution.
To that end he must be informed of the resolution as soon as possible in writing, stating reasons.
During the appeal period and pending the appeal, the member will be suspended, with the proviso, however, that the suspended member will have the right to account for his actions at the General Assembly at which the appeal referred to in this paragraph is heard.
14. If the membership ends in the course of a financial year, the annual contribution will nevertheless still be payable in full.
15. The rights and obligations of prospective members and patrons may be cancelled at any time by termination, with the proviso that the annual contribution for the current financial year will still be payable in full.
16. Termination as referred to in the previous paragraph by the association is effected by the GB.

Article VI. Report of the General Board. Accountability.

1. The association's financial year coincides with the calendar year.

2. The GB will be obliged to keep records of the financial position of the association and of everything concerning the activities of the association, in accordance with the requirements arising from these activities, and to keep the books, documents and other data carriers in such a way that the rights and obligations of the association can be known from them at any time.
3. Within six months of the end of the financial year, except where this period has been extended to a maximum of four months by the General Assembly, the GB must present a report of the GB at a General Assembly on the course of events within the association and the policy pursued.
The GB must submit a hard copy of the balance sheet and the statement of income and expenditure, with explanatory notes, to the General Assembly for approval. These documents must be signed by all the members of the GB; if any of their signatures is lacking, the reasons for this omission must be stated.
After expiry of the period, any of the members may claim fulfilment of these obligations by the GB at law.
4. Each year the General Assembly will appoint a financial committee from among the members, consisting of at least two persons who may not be on the GB.
The financial committee must audit the documents referred to in the second sentence of paragraph 3 of this article and must report its findings to the General Assembly.
The GB will be obliged to provide the financial committee, for the purposes of its audit, with all the information it requests, to show it the association's cash funds and assets if required, and to make the association's books, documents and other data carriers available to it for reference.
5. If the audit of the report requires specific accounting knowledge, the financial committee may be assisted by an expert.
6. The financial committee's mandate may be withdrawn at any time by the General Assembly, but only by appointing another financial committee.

Article VII. Amendment to the Articles.

1. Without prejudice to the provisions of paragraphs 11 and 12 of article IV1.2 no amendments may be made to the articles of association other than pursuant to a resolution of a General Assembly, which must be convened by means of a notice specifying that amendments to the articles will be proposed at that meeting.
2. Those persons who have convened a General Assembly for the discussion of a motion to amend the articles of association must make a copy of this motion, in which the proposed amendment is set out verbatim, available for inspection by the members in an appropriate place from at least four weeks before the meeting until the end of the day on which the meeting is held.

3. A resolution to amend the articles of association requires at least two-thirds of the votes cast at a meeting if the GB has approved the proposed amendments of the articles of association before the meeting.
If the proposed amendments of the articles of association have not been approved by the GB before the meeting the resolution by the General Assembly can only be taken with at least two-thirds of the votes cast in the meeting at which meeting at least fifty percent (50%) of the total votes of all the members can be cast by the present or represented members at the General Assembly.
4. An amendment to the articles of association will not come into force until a notarial deed of it has been drawn up.
Any member of the GB is authorized to have such a deed executed.

Article VIII. Dissolution

1. A resolution to dissolve the association requires at least two-thirds of the votes cast at a meeting of the General Assembly.
2. Following dissolution of the association, its assets will be liquidated by the DM.
3. All assets, after all obligations have been settled, shall be divided between the persons who were members when the resolution to dissolve was passed according to their average financial contributions to association during the last five years of its operation.
4. Following the liquidation, the books, documents and other data carriers of the dissolved association will remain in the custody of the person designated for this purpose by the liquidators for the period prescribed by Dutch law.
5. In all other respects, the provisions of Title 1 of Book 2 of the Dutch Civil Code will apply to the liquidation.

Article IX. By laws.

1. The GB may draw up by laws which must be approved by the General Assembly.
2. The by laws may not be in conflict with the law, which also applies if there are no mandatory rules of law, or with the articles of association.

Article X. Miscellaneous

1. The language of the association is English.
2. The rules of the association are governed by the Dutch law.