

## ARTICLES OF INCORPORATION

# A E M A

(EUROPEAN ASSOCIATION OF MUNICIPALITIES WITH MARINA and HARBORS)



## EUROPEAN ASSOCIATION OF MUNICIPALITIES WITH MARINA AND HARBORS

(A.E.M.A)

### PART I

#### GENERAL PROVISIONS

##### (Incorporation, nature, mission, headquarters & duration)

###### Article 1

The European Association of Municipalities with Marina and Harbors is hereby incorporated within the framework of currently applicable Portuguese and European legislation, and is governed by these Articles of Incorporation.

**Single clause** - The EUROPEAN ASSOCIATION OF MUNICIPALITIES WITH MARINA AND HARBORS adopts the acronym AEMA.

###### Article 2

AEMA is an association of a European nature; performing its activity independent of any national or European public or privation organizations; it shall respond in civil law before the appropriate organizations for existing purposes and in criminal law, in accordance with applicable Portuguese legislation; it shall not pursue aims of a party, religious or profit-making nature.

**Single clause** - In accordance with a resolution passed by AEMA's General Council (GC), the Association's scope may be broadened to include areas outside Europe.

###### Article 3

AEMA's mission is to:

1. Deepen institutional relations between its members, in order to establish systematic, multilateral and multidisciplinary ties.
2. Support the realization and disclosure of conclusions - or subjects addressed at same - of Congresses or other initiatives of special interest on Marina and Harbor.
3. Develop and disclose activities directly or indirectly related to existing Marina and Harbor in the geographical area for which its members are responsible.
4. Represent or defend common or special interests of the Association's members, in relation to both national and supra-national Sovereign Bodies, provided that that is expressly ordered by the General Council.

###### Article 4

In order to fulfil its purpose, AEMA shall have recourse to any type of intervention it deems adequate, such as:

1. Exchanging technical and administrative data and experiences on a systematic basis on matters concerning either existing or planned Marina and Harbors in the region where members are responsible for political and administrative affairs.
2. Supporting, as much as it can and deems appropriate, the holding every two years of a "European Congress of Places with Marina and Harbors" or of an initiative that may temporarily or definitively replace it.
3. Fostering, supporting and divulging research, studies, papers or activities linked to matters and areas considered of common interest or of special importance to the adoption or perfection of guidelines adopted, or to be adopted, by its members, and especially linked to the existence of a Marina and Harbors or a projected one.

###### Article 5

The AEMA headquarters are located in a building kindly ceded by the Lagos Municipal Council for that purpose, provisionally housed in Rua Lançarote de Freitas N°7, 8600.605 LAGOS , Algarve, Portugal.

**Single clause** - AEMA may, in light of a duly-justified motion proposed by the Management Board, ratified in accordance with the Articles of Incorporation, set up delegations where circumstances so justify, for the duration and with the objectives set out in the act confirming the decision.

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### Article 6

AEMA is formed for an indeterminate period.

## PART II

### MEMBERS, BODIES & SERVICES

#### HEADING 1

#### (MEMBERS)

##### Article 7

#### (Membership)

1. All entities declaring they wish to join the Association may do so by paying a membership admission fee and an annual subscription in accordance with the Articles of Incorporation, such as:
  - a) All Municipalities or Institutions of an identical nature or purpose that have, or intend having, at least one Marina or Harbor in the political and administrative area for which they are responsible.
  - b) Other entities that have activities connected to marina or harbors, as well as Educational or research institutions with activities related to maritime or nautical affairs.
2. AEMA members may be: regular, honorary, founder or observer ones.

**Clause 1.** Association members are all regular members.

**Clause 2.** AEMA honorary members are:

- a) Municipalities signing the “Resolution” forming the Association during the “I European Congress for Places with Marina and Harbors” which after the approval of the Articles of Incorporation are members of the Association.
- b) Entities that, for exceptional reasons, are accepted as such by the General Council, in light of a duly-justified motion proposed by the Management Board.

**Clause 3.** Founder members of the Association are the honorary members referred to previously and those joining AEMA until the I General Council Meeting.

**Clause 4.** Observer members are other entities that, for not being Municipalities or Institutions of an identical nature or purpose.

**Clause 5.** Observer members may elect but are not eligible for election to any governing body.

**Clause 6.** The annual subscription must be paid before the end of February each year, unless other resolution is taken by the General Council.

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### ARTICLE 8

(Loss of membership)

AEMA membership shall be withdrawn:

1. In accordance with a manifest expression of will, by means of a Management Board communication.
2. Due to non-payment of subscriptions for a period of more than 2 (two) years.
3. Due to serious failure in membership obligations or the practice of acts damaging to AEMA interests and purposes.

**Clause 1.** The loss of membership, under the terms of N° 2, must be preceded by a written communication addressed to the member considered in default, to pay or present justification for non-payment.

**Clause 2.** The resolution deciding upon loss of membership, based on N° 3, is the responsibility of the General Council, in light of a motion proposed by the Management Board, in the wake of an internal process in which the principle to impugn is guaranteed.

### Article 9

(Rights)

AEMA membership rights are to:

1. Elect and be elected to the Association's governing bodies, by means of a duly accredited representative.
2. Receive free of charge all papers, studies or results on research fostered and/or supported by AEMA.
3. Request information and/or clarifications required with regard to the functioning and objectives pursued by the Association and to obtain an adequate and timely reply.
4. Propose the realization of works, studies and research deemed of interest or necessary to obtaining replies or guidelines for the resolution of problems and doubts related to subjects especially linked to the fact that at least one Marina and Harbors in its political and administrative region exists or is to be constructed.
5. Take part and speak at all the Association's General Council meetings.
6. Convene, in accordance with the Articles of Incorporation, extraordinary General Council meetings.
7. Propose, with justification, members being admitted to, suspended or expelled from the Association.

### Article 10

(Obligations)

AEMA membership obligations are to:

1. Abide by the Articles of Incorporation and ensure they are observed.
2. Pay, punctually, the membership fee as well as the annual subscription stipulated by the General Council.
3. Collaborate and take part in everything they are asked to by the Association's governing bodies or be helpful in the pursuit of its purposes.

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### HEADING II

#### (GOVERNING BODIES)

##### Article 11

(Enumeration)

The AEMA Governing Bodies are:

1. General Council
2. Management Board
3. Audit Committee

##### Article 12

(Electoral process)

1. AEMA governing bodies are elected by the General Council every two years, from a ballot list presented by at least 20% of its membership.
2. Election balloting is secret.
3. Competing lists, based on Municipalities or other Institutions with equivalent nature or purpose, must put up candidates for all the governing bodies and be submitted to the Chairperson of the General Council's Assembly Board 30 (thirty) days prior to the date reserved for the election.
4. There is no restriction on the number of re-elections to governing body offices.

### SECTION I

#### (GENERAL COUNCIL - GC)

##### Article 13

(Nature & Composition)

1. The General Council (GC) is AEMA's highest representative body.
2. The General Council is made up of representatives of the Municipalities and Institutions of an identical nature and purpose, members of the Association enjoying full rights.
3. The GC is run by an Assembly Board, consisting of a Chairperson, Secretary and Voting Member.

**Single clause .** The GC Chairperson must, preferentially, be a national and reside in the country in which the European Congress of Places with Marina and Harbor is held.

##### Article 14

(Authority)

The General Council is empowered to:

1. Approve its regulation
2. Elect respective Assembly Board
3. Elect the Management Board and Audit Committee

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4. Approve the Articles of Incorporation , their amendments and the Internal Rules and Regulations.
5. Approve the report and accounts presented by the Management Board.
6. Approve the budget and plan of action presented by the Management Board.
7. Pass a resolution on the loss of Association membership.
8. Pass a resolution on the dissolution of the Association
9. Pass a resolution on the setting up of AEMA delegations
10. Select, every two years, the location for the next ordinary general meeting (OGM), taking into account the location where the European Congress of Places with Marina and Harbor is to be held.
11. Ratify, according to a motion proposed by the Management Board, the organization of the Association's Administrative Services, as well as the framework and remuneration of personnel.
12. Ratify the admission, suspension, expulsion or exclusion of members proposed by the Management Board.
13. Make declarations, at the request of interested parties, on matters presented to the Association's bodies.
14. Make declarations on requests for loans solicited of it by the Management Board.
15. Stipulate the amount of the membership fee and annual subscription for the AEMA members.

### Article 15

#### (Meetings)

1. The General Council shall hold an OGM at a place, date and hour to be indicated in the meeting's convocation notice.
2. The location and date of the OGM shall be selected taking into account, whenever feasible, those in which the European Congress of Places with Marina and Harbor is to be held.
3. In the absence of the holding of a congress or initiative taking its place, the OGM shall, in order of precedence, be held at:
  - a) The AEMA headquarters.
  - b) A place where an Association delegation is located.
  - c) A place to be selected by the GC from among those that belong to areas of political and administrative responsibility of Association members, preferentially with a Marina and Harbors that is operating.
4. The GC shall meet extraordinarily:
  - a) When convened by a minimum of 2/3<sup>ths</sup> of its members, enjoying full rights, with the express and clear definition of its objectives and agenda.
  - b) At the justified request of the Management Board, if approved unanimously by the GC Assembly Board.
  - c) By justified motion proposed by the Chairperson of the GC Assembly Board and if approved unanimously by same.
  - d) By justified motion proposed by the Audit Committee, if approved by the GC Assembly and Management Boards.

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### SUBSECTION I

#### (GENERAL COUNCIL ASSEMBLY BOARD)

##### Article 16

(Nature & Composition)

The GC Assembly Board shall be the body responsible for running the GC and is composed of three members: Chairperson, Secretary and Voting Member.

##### Article 17

(Official Functions)

The GC Assembly Board's official functions are to:

1. Issue an opinion on the creation of an Advisory Board proposed in accordance with N° 10 of article 22.
2. Pronounce on the request of a loan from the MB, in accordance with N° 4 of article 34.
3. What the Association's internal regulations specially appoint.

##### Article 18

(Chairperson's Official Functions)

The Assembly Board Chairperson's official functions are to:

1. Convene and conduct the GC meetings.
2. Represent and delegate representation of the GC in all that is entrusted to same.
3. Perform the official functions for which he/she has been specially appointed or which he/she is entitled to perform in accordance with the Association's internal regulations

##### Article 19

(Secretary's Official Functions)

The Assembly Board Secretary's official functions are to:

1. Ensure that meetings are assisted secretarially, as well as seeing to the preparation, writing up and approval of its minutes.
2. Ensure the existence of a record of the GC's activity, in close collaboration with the Association's Administrative Services and the Secretary-General.
3. Substitute the chairperson when he/she is unable to perform functions, temporarily or definitively.

##### Article 20

(Voting Member's Official Functions)

The Assembly Board Voting Member's official functions are to stand in for the Secretary when he/she is unable to perform functions, temporarily or definitively.

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### SECTION II

#### (MANAGEMENT BOARD)

##### Article 21

(Nature, composition and election)

1. The Management Board (MB) is the AEMA management body.
2. The MB is composed of three members: President and two Vice-Presidents.
3. The MB President shall be the Mayor of the Municipality where AEMA is headquartered or a representative nominated by same.
4. The MB is assisted by a Secretary-General proposed every three years by the MB's President, from Association members, or non-members, and vested in his/her functions after ratification by the MB, that shall define the special competencies which are delegated to him/her.
5. The offices of President and Vice-Presidents of the MB are not remunerated, except should some other decision be taken by the General Council.
6. The office of Secretary-General is remunerated in accordance with a motion presented by the MB and ratified in accordance with N°11 of article 14.

##### Article 22

(Official Functions)

The Management Board's official functions are to:

1. Submit the report and accounts for the financial year, for approval by the General Council, as well as the plan of action and budget for the following two years.
2. Manage, through the Secretary-General, the Association's services, in accordance with these Articles of Incorporation.
3. Decide upon the hiring of personnel for AEMA.
4. Propose, with justification, to the GC, the cessation of Association membership.
5. Delegate to any Association member or to the Secretary-General any one or more of its official functions.
6. Form task forces to study specific issues within the scope of AEMA's objectives, as well as to respond to requirements crucial to its activity.
7. Prepare or amend the internal regulations required for the Association's functioning and, without prejudice to their immediate effectiveness, submit them for ratification by the GC at the first meeting subsequent to their coming into force.
8. Manage the Association's assets and funds.
9. Admit new members to AEMA, suspend them, expel them or propose their exclusion, in accordance with the Articles of Incorporation.
10. Create, if necessary, an Advisory Board, made up and with the attributions deemed necessary so that it may act as an MB support and advisory body between GC meetings.
11. Convene extraordinary meetings of the MB in accordance with N°2 of article 26.

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12. Propose, with justification, to the General Council, the setting up of Association delegations when circumstances so dictate, for the duration and with the objectives deemed appropriate.
13. Propose loans to be undertaken by the Association, in accordance with N°4 of article 34.
14. Hire Association personnel, in light of a proposal made by the Secretary-General and in accordance with the framework approved by the GC.
15. Propose, with justification and by unanimous decision, amendments to the Articles of Incorporation.

**Clause 1** - The MB is bound by the signature of at least two of its members, one of which must always be the President.

**Clause 2** - The MB is also bound by the signatures of the President and Secretary-General, within the scope of the competencies delegated in him/her.

### Article 23

(President's Official Functions)

The MB President's official functions are to:

1. Convene and conduct MB meetings.
2. Monitor the Association's services and ensure management of its personnel, through the Secretary-General.
3. Represent AEMA in law and outside of it, actively and passively, and to sign contracts on its behalf when legally pertinent.
4. Execute, personally or through the Secretary-General and Association services, the resolutions passed by the GC not forming part of the official functions of another body.
5. Delegate to any MB member the performance of acts within the scope of his/her official functions.
6. Prepare, annually and before March 15, the report and accounts, through the Secretary-General and the Association's services, as well as before November 15, the plan of action and budget.
7. Prepare, through the Secretary-General and the Association's services, and present to the GC, every two years and within a minimum of 30 (thirty) days in advance of its meeting, the report and accounts for the two-year period just ended and the plan of action and budget for the following two years.
8. Wield the right to a casting vote, whenever voting is deadlocked.
9. Ask for an opinion from the GC Assembly Board on the constitution of the Advisory Board referred to in N°10 of article 22, in the event that it is not possible to do so during a GC Meeting.
10. Propose the nomination of honorary members of the Association to the GC, while safeguarding that provided for in clause 2, n° 2, of article 7.
11. Put to the Secretary-General for ratification by the M.B..

### Article 24

(Nature & Official Functions of Vice-Presidents)

1. The Vice-Presidents assist the MB President in the performance of his/her functions and perform official functions delegated to them by him/her or foreseen by the Internal Rules and Regulations.
2. The 1<sup>st</sup> Vice-President undertakes, in full, the President's functions, when the office-holder is unable to do so, temporarily or definitively, and until such time as a new president is elected.

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3. The 2<sup>nd</sup> Vice-President is the 1<sup>st</sup> Vice-President's stand in.

### Article 25

(Nature & official functions of Secretary-General)

1. The Secretary-General is the Association's employee directly responsible for the Association's administrative services.
2. The Secretary-General manages and co-ordinates all activity supporting AEMA's functioning, in a close and subordinate relationship with the MB and its President and acts in accordance with other functions delegated to him/her or appertaining to those conferred by the Internal Rules and regulations.

### Article 26

(Meetings)

1. The MB shall meet ordinarily once a year by means of a convocation notice from the MB President sent out at least three weeks in advance, stating the meeting's location, time and agenda.
2. The MB shall meet extraordinarily whenever the nature and urgency of the decision to be taken so justifies, on the initiative of the President or 2/3rds of its members, by means of a convocation notice sent out at least eight days in advance, stating the meeting's location, time and agenda.
3. Expenses incurred by ordinary MB meetings shall be provided for in the AEMA budget, with those incurred by extraordinary meetings not being permitted to exceed 1/5<sup>th</sup> of the budget provided for ordinary meetings.

## SECTION III

### (AUDIT COMMITTEE)

#### Article 27

(Nature, composition & election)

1. The Audit Committee (AC) is the body monitoring and controlling the Association in its financial and assets areas.
2. The AC is made up of three members: Chairperson, Vice-Chairperson and Secretary.
3. The AC is elected, every two years, by the General Council, from among its members, from a single list for all governing bodies.

#### Article 28

(Official Functions)

The AC's official functions are to:

1. Monitor the acts of AEMA bodies and services in the areas of finance and assets.
2. Issue an opinion on the reports and accounts presented by the MB.
3. Pronounce on matters presented to it by other Association bodies or by at least 20% of the AEMA members.
4. Authorize loans to be undertaken by the Association, in accordance with N° 4 of article 34.

#### Article 29

(Chairperson's Official Functions)

The AC Chairperson's official functions are to:

1. Perform the functions specially appointed in accordance with the Association's internal regulations.

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2. Represent and delegate representation of the AC in all that is entrusted to it.
3. Convene, with at least three weeks' advance notice, AC meetings by means of a convocation notice sent out, indicating the meeting's location, time and agenda.
4. Conduct and coordinate AC meetings.

### Article 30

(Vice-Chairperson's Official Functions)

The Vice-Chairperson shall stand in for the Chairperson whenever same shall delegate him/her to do so or when the latter is unable, temporarily and definitively, to perform his/her functions.

### Article 31

(Secretary's Official Functions)

The AC Secretary's official functions are to:

1. Ensure that the meetings are assisted secretarially, as well as seeing to the preparation, writing up and approval of its minutes.
2. Ensure the existence of a record of the AC's activity, in close collaboration with the administrative services and the Secretary-General.
3. Substitute the Vice-Chairperson when he/she is unable to perform functions, temporarily or definitively.

### Article 32

(Meetings)

1. The AC shall meet ordinarily once a year, at the Association's headquarters, subsequent to the MB presenting its report and accounts.
2. The AC shall meet extraordinarily when decided unanimously by the AC, in light of an urgent reason or force majeure invoked by another Association body or of 20% of its members.
3. The AC's extraordinary meetings must, given their nature and urgency, always be based on factual and documental grounds justifying same.
4. Expenses incurred by ordinary AC meetings shall be provided for in the Association's budget, with those incurred by extraordinary meetings not being permitted to exceed 1/5<sup>th</sup> of the budget provided for ordinary meetings.

## HEADING III

### (ASSET & FINANCIAL MANAGEMENT)

#### Article 33

(Assets)

The Association's assets consist of assets and rights transferred to it at the time of its incorporation or later acquired by it by any means or any title.

#### Article 34

(Financial Resources)

AEMA's financial resources are as follows:

1. Membership fee and subscriptions paid annually by Association members, in accordance with that to be stipulated by the GC and that in N° 15 of article 14.

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2. The proceeds of inheritances, donations, legacies or subsidies granted.
3. The proceeds from the sale of publications, papers or other assets and services provided by the Association.
4. The proceeds from loans to be undertaken, whenever proposed by the MB and authorized by the GC or, in the impossibility of managing to do so in enough time, by the Audit Committee and the GC Assembly Board, jointly.

### HEADING IV

#### (PERSONNEL)

##### Article 35

(Framework and status)

1. AEMA shall have at its disposal the personnel it needs to fulfil its aims, with the respective personnel, remuneration and workplace being stipulated by the GC, in light of a proposal made by the MB:
2. The Association's personnel shall be subject to an individual job contract, in accordance with the country's legislation in which functions are performed.
3. The person in charge of Association personnel shall be the Secretary-General.
4. The hiring of personnel shall be performed in light of a proposal made by the Secretary-General and approved by the MB.

### HEADING V

#### (APPROVAL & AMENDMENTS TO AEMA ARTICLES OF INCORPORATION AND ITS DISSOLUTION )

##### Article 36

(Approval & amendment to Articles of Incorporation)

1. These Articles of Incorporation shall be approved and become effective as soon as they are ratified by the majority of those who signed the resolution to form AEMA, after they have been sent a copy of the plan drawn up by the Lagos Municipal Council, in accordance with the aforementioned resolution forming the Association.
2. The Articles of Incorporation, under an proposal of the MB, may only be amended, partially or totally, by a resolution passed by, at least, 3/4ths of the Association's members that are Municipalities or other Institutions with identical nature or purposes, at an extraordinary meeting of the GC, convened by them and at which all those signing it are present.
3. The Articles of Incorporation may only be amended, under an proposal presented by their Members, by a resolution passed by, at least, 3/4ths of the Association's members that are Municipalities or other Institutions with identical nature or purposes, at an extraordinary meeting of the GC, convened by them and at which all those signing it are present.
4. For the purposes of the previous number, those signing the Articles of Incorporation amendment motion may be represented by means of a specific *ad hoc* power of attorney.
5. The MB may propose, with justification and by unanimous decision, amendments to the Articles of Incorporation.

##### Article 37

(Dissolution of AEMA)

1. AEMA may be dissolved by a resolution passed by 3/4ths of the members enjoying full rights, at a GC extraordinary meeting convened by them for that exclusive purpose and at which all those signing the dissolution motion must be present.

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2. For the purposes of the previous number, those signing the motion to dissolve the Association may be represented by means of a specific *ad hoc* power of attorney.
3. In the event of the Association's dissolution, its assets shall be divided by its members at the time of the dissolution, in light of criteria to be established during the GC meeting deciding upon the dissolution.

### HEADING VI

#### (FINAL & TRANSITORY STIPULATIONS)

##### Article 38

(Omissions)

Omissions in these Articles of Incorporation shall be incorporated by the rules of the Portuguese Civil Code and in its absence, by the GC, in light of a motion proposed by the MB or on its own initiative.

##### Article 39

(Regulations)

The regulations required for the good performance and functioning of the Association's Articles of Incorporation and services, shall be proposed by the Secretary-General and approved by the Management Board. They shall immediately become effective after approval and shall be ratified at the GC's first meeting subsequent to their becoming effective.