

Rep.Nr.:

Ref.:

Vellen:

RESEAU OCEAN MONDIAL

in brief "ROM"

An international non-profit association
at 1000 Bruxelles, n° 70, Coudenberg

CONSTITUTION - NOMINATION OF THE BOARD

Year two thousand and six,
Twenty eighth of January

In the presence of **Filip WUYTS**, solicitor, residing in
Kapellen,

ONT COMPARU

1) Mister **Michael John CAUSER**, born in Stevenage (Great
Britain) on the seventeenth of May one thousand nine hundred
fifty seven, residing at DT10 NP Marnhull (Great Britain), Yew
House, New Street

2) Mister **Manuel CIRA**, born in Périgueux (France) on the
twentieth of February one thousand nine hundred sixty two,
residing at 62230 Wimereux (France), rue d'Alsace 1

3) Mister **André Paul Karel VAN DEN SANDE**, born in Wilrijk
(Belgium) on the seventh of May one thousand nine hundred
thirty five, residing at Deurne (Anvers) (Belgium), Eugene
Fahylaan 32/34

4) Mister **Philippe André VALLETTE**, born in Suresnes (France)
on the eleventh of February one thousand nine hundred fifty
four, residing at 62360 Saint Leonard (France), route
Nationale 10

The parties sub 1, 2 et 4 are represented here by the party
sub 3 (Identity Card n° 002 0824539 94) according to the
proxies here enclosed.

Denomination

Article 1.

An international non-profit association is formed. The name of
the association is "Réseau Océan Mondial," in brief "ROM,"
known in English as "World Ocean Network," in brief "WON."
This non-profit association is governed by the provisions of
the law of 27th June 1921 on non-profit associations,
international non-profit associations and foundations.

Registered Office

Art.2.

The association's registered office is in Brussels, Belgium.
It is currently situated at 70, Coudenberg, 1000 Brussels.
The registered office may be moved to any other place in this
country by decision of the Board. The new address must be
published in the appendix of "Moniteur belge".

Purpose

Art.3.

The association is a non-profit organization. Its objective is "Acting together for the Future of the Blue Planet."

Its mission is to inspire behavioral changes in individuals and in society towards achieving a healthy and productive world ocean and to encourage sustainable use of its resources. The mission will be accomplished by mobilizing the public at large through a network of like-minded sites and international organizations committed to raising ocean awareness and addressing themselves to the largest possible public audience. Considering that the strategic objectives of the members are:

1. To encourage people to act both as individuals and collectively towards the well-being of humanity in harmony with our Blue Planet.
2. To contribute to a harmonious way of life with our natural environment by promoting the understanding of environment-related issues and tools :
 - to make intelligent choices, with regard to human use of and interaction with the oceans,
 - to adapt human behavior toward sustainable use of the ocean,
 - to conserve our immediate environment,
 - to contribute to conserving the global ocean that sustains life on the planet.
3. To contribute to benefit in the long term from:
 - the critical and invaluable role of the ocean in maintaining the planet's equilibrium and ecosystems ,
 - an improved and healthy ocean with abundant resources that is properly managed for the long term benefit of all.

The members have determined:

- collectively to inspire a positive change throughout the world in personal responsibility and individual behaviour in order to ensure effective management and conservation of the world's ocean resources;
- to co-ordinate presentations of the World Ocean Network's objectives to and build support of all types of organizations the activities of which have an impact on the ocean and sustainable use of the oceans resources;
- to facilitate access for all to accurate and relevant information relating to the management and sustainable use of the oceans resources ;
- to provide practical guidelines to engender the ethic of stewardship of the oceans for the benefit of all present and future generations.

The association will:

- encourage and facilitate all types of exchange between organizations with the objective of ensuring conservation and informing on the sustainable use of the ocean; preference will be given to the circulation of information between members of the association and towards other

- concerned persons or organizations (training, workshops, meetings, internal publications, internet, ...).
- co-ordinate and facilitate the activities of its members that relate to the above mentioned objectives; by way of provision of information and of communication tools to its members and by organization of meetings.
 - organize all types of activities, cultural, educational, scientific or even recreational activities relating to environmental, water or oceanic themes. For example, it might propose workshops for exchange of experiences, training and publications, elaborate and circulate a variety of communication tools, such as exhibitions on the Ocean. It will communicate to different groups of the public but, in particular, to the "general public" by way of organization of large scale "events" such as the World Ocean Day and information campaigns on the state of the Ocean on its sustainable use. Publications targeted either at a limited or wide public audience, depending on circumstances, may be proposed in printed or electronic form.

Code of ethics

Art.4.

The members will comply to a code of ethics. The code of ethics will be part of the internal rules, proposed by the Board.

Membership

Art.5.

The association comprises four categories of members:

1. Full members

Full membership is open to all organizations with the objectives akin to the objectives of the World Ocean Network. The candidatures for full membership are approved by the Board; an appeal against a Board decision may be made at the General Assembly.

The full members have full voting rights and can be elected to the Board of the Network.

2. Associate members

Associate membership is open to institutions and individuals considered by the members to be able to contribute towards the aims and objectives of the organization.

The candidatures for associate membership are approved by the Board; an appeal against a Board decision may be made at the General Assembly.

The associate members have no vote, but can be elected to the Board of the Network.

The associate membership is open to the second representative of a full member organization.

3. Honorary members

Honorary membership will be designed by the Board in recognition of remarkable actions with the objectives

identical to the objectives of the association or in acknowledgement of exceptional services to the association.

4. Sustaining members

Sustaining membership is open to organizations, associations, private enterprises, and government enterprises and other organizations that demonstrate a strong interest in and support for the objectives of the association.

All members and participants pay an annual subscription, the amount being set each calendar year, as proposed by the Board and approved by the General Assembly.

The cost of subscription depends on the category of membership.

Any member may resign at any time, without having to fulfil any special conditions.

A membership may be terminated by the Board. When considering the dismissal of a member, the Board must offer that member the possibility of defense. The exclusion of the member is announced by the General Assembly after having obtained the majority of two thirds of the present or represented members' votes.

A member who ceases to be part of the association, either by decease or other, forfeits all rights in the latter.

Instruments

Art.6.

The instruments of the association are: The General Assembly, the Board, the Presidency, and Administrative Office.

General Assembly

Art.7.

The General Assembly is the supreme authority of the association.

Art.8.

8.1. The General Assembly is composed of full and associate members (or their representatives) the number of whom is determined by the internal rules. Only full members have the right to vote. Individual associate members and the representatives of associate members may participate as observers, without right to vote.

The Board members that participate in the General Assembly have the right to vote only if they are full members.

8.2. The jurisdiction/powers of the General Assembly include:

- The approval of budget and accounts,
- The dismissal and election of Board members,
- The modification of the Statutes,
- The dissolution of the association,
- The exclusion of members,
- The adoption of internal rules submitted by the Board.

8.3. An annual General Assembly will be held every year in the registered office or at a place indicated when the Assembly is convened. The General Assembly is convened by the Board. The announcement is delivered at least one month prior to the

Assembly and it includes the agenda of the meeting.

Announcement can be by receipted e-mail or by letter.

8.4. A special General Assembly may also be called at the request of the Board or two thirds of the full members.

Announcement of any such meeting must be communicated by receipted e-mail or by letter.

8.5. Proxy voting is authorized at the General Assembly and it is limited to two votes for each participating member. The General Assembly is valid if more than fifty per cent of the full members are present or represented by proxy.

Nevertheless, if the General Assembly does not summon the quorum, a new General Assembly will be convened according to the above mentioned conditions. It will have the permanent authority over the issues to be debated, no matter how many members are present.

All decisions, except when specified within these statutes, are taken by the majority of two thirds of the present members' votes, and they are made known to all members.

No decision may be made about a subject not appearing on the agenda, except when the examination of a supplementary subject is submitted by the majority of two thirds of the Board, and approved by the General Assembly. It will then be added to the agenda.

General Assembly minutes are kept in a register signed by the Président of the Assembly. The register of the decisions of the General Assembly and the Board is placed at the members' disposal at the Registered Office of the association.

8.6. Any proposal aiming to modify the statutes or to dissolve the association must come from the Board or at least two-thirds of the full members.

The Board must inform the members at least three months in advance of the date of the General Assembly which is to decide on such a proposal.

To be valid, the decision must be taken unanimously.

Modifications to the statutes will only come into effect after approval by the Minister for Justice and publication in the appendix of the "Moniteur belge".

The General Assembly will determine the method of termination and liquidation of the association.

The assets of the association will be entrusted to another association with similar objectives.

The Board of the Network

Art.9.

The Board carries the legal responsibilities for the activities of the network and is responsible for determining, developing and implementing strategy within the agreed guidelines as defined by the statutes.

The Board will normally consist of three to twenty members, who shall serve one three-year term of office and shall be eligible for re-election for a maximum of two consecutive full terms of office.

From two thousand six to two thousand eight, the founding members will form the Board and will have the facility to co-opt additional board members. From the General Assembly in two thousand nine, half of the seats of the Board shall be renewable. From the General Assembly in two thousand twelve, the other half of the seats still held by the founding or co-opted board members shall become renewable.

In the event of mid-term resignation of any board member re-allocation of responsibilities or co-option of additional support shall be at the discretion of the Board. Any such re-allocation of responsibilities shall be temporary and shall extend only until the date of the next General Assembly.

9.1. The Board appoints one of its members as President by the majority of the present members' votes.

The President cannot serve more than two consecutive full office terms.

In case of vacancy of this position, the Board will designate an interim President till the following General Assembly.

The President chairs the Board and together with the secretary and the treasurer and co-presidents they implement the directions defined by the Board.

9.2. The Board appoints one of its members as Secretary and one of its members as Treasurer and specifies their respective delegations.

The Secretary, in link with the President, is responsible for co-ordination of the World Ocean Network's activities and communication.

The Treasurer, in link with the President, supervises the preparation of annual budgets and ensures proper administration of accounts.

9.3 The Board can also appoint co-presidents and specify their delegations.

The co-presidents' responsibility will be to represent the association in a region or to represent a determined group of activities.

9.4 Board members will undertake to meet regularly and not less than once per year (physically or by teleconference/videoconference). Convocations can be by receipted e-mail or by letter.

All management authority is vested in the Board, at the discretion of the General Assembly. Furthermore, the Board may confer specific powers to one or more people.

The Board is valid if more than fifty per cent of the members are present or vote electronically.

9.5. Resolutions of the Board are passed by simple majority of present Board members or of electronic votes.

The resolutions are registered and signed by the President or the Secretary and some other board member and placed at members' disposal at the Registered Office.

All members of the Board can be called on at any time to represent the organisation or act as spokesman on its behalf.

Administrative Office

Art.10.

A delegated Board member or the executive director is head of the Administrative Office and is appointed by the Board for a determined period of office.

Art.11.

The Administrative Office is responsible for implementing the decisions of the Board. Management and day-to-day work of the association are led by the delegated Board member or the executive director.

Budget and Accounts

Art.12.

The financial year ends on the thirty first of December each year.

The Board submits for approval the accounts of the past financial year and the budget of the following year to the General Assembly.

General Provisions

Art.13.

All acts that engage the liability of the association are signed by either the President or the Secretary, and the Executive Director or any Board member, together.

The Board, represented by the President or a single Board member designated by the Board, supervises legal proceedings, whether as plaintiff or defendant.

Any matter not foreseen in these statutes, particularly the new publication of appendixes of "Moniteur belge" must be settled in accordance with legal provisions.

Interim Provisions

At this very instant the here present parties have made the following provisions:

1)The first social exercise will end on the thirty first of December two thousand six.

The first General Assembly will be held on the fourth of May two thousand and seven.

2)The number of the Board members is four.

The following persons are appointed to their functions for a period of three years:

-Mister Michael Causer, the above mentioned

-Mister Manuel Cira, the above mentioned

-Mister Paul Ven den Sande, the above mentioned

-Mister Philippe Vallette, the above mentioned

All parties present here and all parties accept.

The Board has appointed:

-Mister Philippe Vallette, the above mentioned as President

-Mister Paul Van den Sande, the above mentioned as Secretary

-Mister Mike Causer, the above mentioned as Treasurer

3)The parties declare to resume all commitments made in the name of and on account of the association at the time of its formation.

This resumption will be valid at the moment the association

acquires legal status.

Certificate

I the undersigned, certify that the the provisions Title III of the law of the twenty seventh of June one thousand nine hundred twenty one have been respected.

Kapellen

Date