

ORFEUS FOUNDATION

Today, March 23 1987, Bernard Dost (M.SC.), geophysicist, residing in Utrecht, Adriaanstraat 10, appeared before me, Hendrik Riemers, notary in Utrecht. At this occasion the appearer declared to call into existence a foundation that will be governed by the following statutes:

NAME AND SEAT:

Article 1.

1. The foundation is named: 'Stichting Orfeus'
2. The seat of the foundation is located in Utrecht.

AIM:

Article 2.

1. The principal objectives of the foundation are: To promote digital seismology in Europe in all aspects, especially the research of seismic waves in a broad frequency range (so called 'broad-band seismology').
2. The foundation will try to reach its goal by:
 - a. The exploitation of a European data center for storage and exchange of seismic recordings of digital 'broad-band' seismometers.
 - b. Advice in matters of location and setting up of seismological stations.
 - c. Stimulation of the development of portable 'broad-band' seismographs.
 - d. Cooperation with organisations inside and outside Europe in the field of digital seismology.
3. The foundation is obliged, insofar as within her competence and in agreement with the aim described in sub 1, to render to participants, as referred to in article 6 hereafter.

ORGANS and DEFENITIONS

Article 3.

1. The foundation has a board of directors, a board of participants and an executive committee.
2. The board of directors is defined in article 4.
3. The executive committee is defined in article 7.
4. The foundation has a board of directors and a board of participants, as described in articles 5 and 6 hereafter.

Representatives of national organisations who joined the foundation accede to the board of directors.
Institutional participants who joined the foundation may accede to the board of participants.
Both categories will hereafter in these statutes be called: participants.

Article 4.

1. The board of directors consists of one representative of each associated national organisation.
2. A member of the board of directors is appointed by the board of directors on recommendation by the participant in question.
3. The membership of a member of the board of directors will end:
 - a. by his/her voluntary resignation
 - b. at his/her death

- c. at his/her placing under guardianship, bankruptcy or when he/she is granted a suspension of payment
- d. at his/her dismissal by the board of directors when the participant cannot fulfill his/her financial obligations

and finally

- e. when the participant in question signifies in a written form the he/she wants to be dismissed from his/her task within the foundation.

TASK AND COMPETENCE

Article 5.

1. The board of directors decides on the policy of the foundation
2. The board of directors has the right to appoint and discharge personnel employment by the foundation. The board of directors determines rules for the organisation and the working procedures of the foundation, insofar as this has not been arranged in the statutes. These rules will be included in the regulations (by-laws), as meant in article 13, hereafter to be called: the regulations.
3. Furthermore the board of directors is entitled to install committees, and to appoint and discharge their members.
4. The board of directors fixes, if necessary, the financial contribution annually for each of the participants, necessary to allow the foundation to pursue its goal. At the establishment of the financial contribution a maximum obligatory contribution is taken into account, further specified in the regulations.
5. The board of directors determines which participants may take part in the board of participants, as meant in article 6.
6. The way the board of directors operate, the way of holding meetings, the voting, and all other business of the board of directors that are deemed desirable to regulate, are stipulated in the regulations.

BOARD OF PARTICIPANTS

Article 6.

1. The board of participants consists of one representative for each participant. Otherwise the composition of the board of participants is determined by the board of directors in consultation with the executive committee.
2. Institutional organisations, as meant in article 3, sub 4c, can only participate in the board of participants if the national organisation of the participating country (to which the institutional organisations belongs) also participates in the foundation, unless the board of directors decides otherwise.
3. Aim, operations, ways of holding meetings and voting by the board of participants are further regulated in the regulations.

EXECUTIVE COMMITTEE

Article 7.

1. The foundation has an executive committee, consisting of at least 3 members.
2. Each member of the executive committee is appointed by the board of directors. The executive committee appoints from its members a president, a secretary and a treasurer. The last two functions can be combined in one person.
3. The appointment of a member of the executive committee is effective for an infinite timespan, unless a fixed timespan is arranged in the nomination act.

DISFUNCTIONING

Article 8.

The membership of the members of the executive committee ends:

- a. by voluntary resignation by means of a written notice thereof to the executive committee
- b. at death
- c. by placing under guardianship, bankruptcy or while granted a suspension of payment
- d. by dismissal by the board of directors. There is no appeal possible against such a decision
- e. by dismissal by the court of justice, corresponding to the rules of the civil code of law.

COMPETENCE

Article 9.

1. The executive committee executes the policy of the foundation.
2. The executive committee has the same powers as the board of directors, except with regard to:
 - a. modification of the statutes,
 - b. dissolution of the foundation,
 - c. withdrawal or modification of a decision made by the board of directors, when this decision is proved to be impossible,
 - d. fixation of the contributions by both categories of participants.
3. The executive committee is authorized, on the condition that an unanimous agreement has been reached and after approval by the board of directors, to make an agreement to buy, alienate or encumber registered goods and to make agreements where the foundation commits itself as bail or individual co-debtor, backs a third party or commits itself to standing surety for the debt of a third party.
4. All other business concerning the executive committee, such as executive committee meetings, the way of convening, the way of voting etc. arranged in the regulations.

REPRESENTATION

Article 10.

The foundation is represented by the president of the executive committee. Furthermore the foundation can be represented by two other members of the executive committee, acting together.

FINANCIAL YEAR, ANNUAL DOCUMENTS, MEANS AND COSTS

Article 11.

The financial year of the foundation is equal to the calendar year. After each financial year the executive committee presents an overview of the assets and liabilities.

RESPONSIBILITY

Article 12.

At a meeting of the board of directors, held after presentation by the executive committee of the annual documents, the executive committee renders an account of the activities carried out in the previous year to the board of directors. Details on the procedures defined in article 11 and 12 of these statutes are regulated in the regulations.

REGULATIONS

Article 13.

The board of directors is authorized to draw up and change a regulation that regulates at least the following subjects, with a preceding reference to the article in question in these statutes that refers to the regulation.

board of directors:

article 5, sub 2: organisation and working procedures of the foundation

article 5, sub 6: activities, ways of holding meetings and voting

board of participants:

article 6, sub 3: aim, activities, ways of holding meetings and voting

executive committee:

article 9, sub 4: organisation of meeting, ways of convocation, voting

annual documents

articles 11 and 12: the annual document account to the board of directors concerning the conducted (financial) management.

Article 14.

The means of the foundation consist of:

1. Starting contributions of the participating institutional organisations.
2. Contributions (annually or otherwise) of participating institutional organisations.
3. Starting contributions of participating national organisations and/or institutions.
4. Contributions (annually or otherwise) of participating national organisations and/or institutions.
5. Revenues of properties of the foundation and the data center, managed by the foundation.
6. All other legally obtained income.

MODIFICATION OF STATUTES AND DISSOLUTION

Article 20.

1. The board of directors is authorized to decide on the alteration of these statutes or to dissolve the foundation, provided the decision thereto has been taken with at least two third of the votes of all members.
2. Each alteration of the statutes is only valid by passing a notary act. Each member of the executive committee is authorized to pass the notary act.

SETTLEMENT

Article 21.

1. In case of dissolution of the foundation the settlement will be arranged by the executive committee, unless other persons are charged with this.
2. During the settlement the statutes remain valid as much as possible.
3. The liquidation surplus is reserved for a goal determined by the executive committee, and as much as possible in accordance with the aim of the foundation.
4. After settlement, the books and documents of the foundation will remain under guardianship of a person, appointed by the executive committee, for a period of thirty years.

FINAL ARTICLE

Article 22.

In all cases where neither the law nor these statutes nor the regulations provide an answer, the board of directors decides and in their absence the executive committee. Furthermore the appearer declares that the executive committee of the foundation at its establishment consists of:

1. Prof. E. Husebye: president
2. Dr. B. Romanowicz: vice president
3. Dr. E. Wielandt
4. Prof. O. Kulhanek
5. Prof. M. Cara

The appearer is known to me, the notary. This act has been signed by the appearer and by me, the notary. Signed: B. Dost, H. Riemers.