



International
Ocean
Institute

P.O. Box 524
VALLETTA, MALTA

Telephone: 236596

Telefax: 247594

Cables: INTEROCEAN

Telex: 1946 OCEANS MW;

(Via UK) 9312132 2824 CVG

Electronic Mail (DIALCOM): 75 CMI 044

Professor E. Mam Bajera
c/o Pearson Institute
Dalhousie University

RECEIVED SEP 1 1992

Dear Elisabeth,

Attached please find the draft Agenda, plus the annexes for the items 2, 3 and 4, for the Meeting of the Board to be held on Saturday, October 31, 14.00 h, at the Suncrest Hotel, Malta.

The annexes for the items 5, 6, 7, 8, and 9 are following in due time.

With best regards,

Yours sincerely,

Drs Gerard W. Ackers

Interim Executive Director

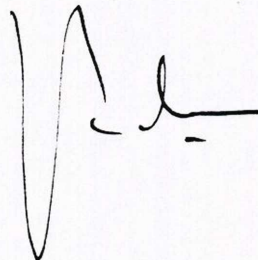
International Ocean Institute

August 25, 1992

Dear Member of the Board,

I have the honour to present to you, on behalf of Professor Elisabeth Mann Borgese, and in accordance with the decision of the Meeting of the Board in Paris, 8-9 May, 1992, revised Statutes of the International Ocean Institute for your considerations.

To make the discussion at the Board Meeting of October 31st more efficient, I kindly ask you to forward your comments in the form of Amendments to these revised Statutes before October 1st, 1992.

A handwritten signature in black ink, consisting of a large, stylized 'M' followed by a horizontal line and a small flourish.

Articles of association of the
"Stichting International Ocean Institute"

Name, Legal Form, Seat, Duration

Article 1.

1. The name of the legal entity is "Stichting International Ocean Institute"; the legal entity may be indicated in the Dutch as well as in the English language as "International Ocean Institute".
Its registered seat is in Rotterdam, the Netherlands; its headquarters are in Malta.
2. The International Ocean Institute has been established as a "stichting" according to Dutch law and is governed by the provisions of Title 6 Volume 2 of the Dutch Civil Code.
3. The International Ocean Institute is constituted for an indefinite period of time.
4. The International Ocean Institute constitutes the legal basis of the International Ocean Institute established in Malta in nineteen hundred seventy-two.
5. The International Ocean Institute is a scientific, educational and non profit organisation.
6. The International Ocean Institute has the status of an independent international non-governmental organisation and is self-regulating.

Purpose

Article 2.

The purpose of the International Ocean Institute is to promote education, training and research to enhance the peaceful uses of ocean space and its resources, their management and regulation as well as the protection and conservation of the marine environment. To this end it shall:

- identify problems requiring attention and undertake research projects in ocean affairs,
- disseminate the results of its activities through publications and other means;
- convene Pacem in Maribus Convocations;
- organize training programmes and award certificates, diplomas, or degrees;

- award fellowships in ocean studies;
- undertake other regional and global activities;
- cooperate with the United Nations and the organizations of the United Nations system, other international organizations concerned with ocean affairs, governments, foundations, industries and academic institutions, as well as with other organizations and individuals, for which appropriate mechanisms for liaison shall be established;

as well as undertake all that which is related to the foregoing in the widest sense.

Capital

Article 3.

The capital of the International Ocean Institute will be formed of:

- subsidies and donations;
- acquisition through testamentary disposition, legacy, or endowment;
- any other acquisition.

Honorary President of the International Ocean Institute

Article 4.

Professor Madam Elisabeth Mann Borgese is hereby conferred the title of Honorary President of the International Ocean Institute for life.

The Board

Article 5.

1. The Board of the International Ocean Institute shall consist of twelve members or more.
2. Members of the Board shall be appointed by the Board by at least two-thirds of the votes cast at a board meeting, at which at least three-fourths of the board members are present, either in person or by proxy.
3. On staggered terms one fifth of the members of the Board have to be renewed every year. Members of the Board may be re-elected for one successive term of five years.

4. Not more than two of the voting members of the Board shall be of the same nationality.
5. The Board shall elect its own President, Vice-President, Secretary and Treasurer. The Secretary shall be the Executive Director of the International Ocean Institute. The function of Secretary and Treasurer can not be combined in one and the same person. The Board may designate a board member to act as an Alternative Secretary and/or Treasurer, either ad hoc, or for the entire period.
6. A representative of the Government of the host country of the Headquarters of the International Ocean Institute shall be a member of the Board.
7. The Board shall not be disqualified from the transaction of its business by reason of any vacancies amongst its members. Such vacancies shall be filled without delay and may be filled, at the discretion of the President, by a postal ballot amongst the existing members. A member elected to fill a vacancy shall serve on the Board for the remaining part of the term of the member he or she replaces.
8. In all other cases not provided for otherwise in these articles of association, the Board shall decide.

Termination of Board Membership

Article 6.

The Board Membership will be terminated by:

- a member's resignation;
- a member's death
- discharge of a member by the district court as referred to in section 298 of Book 2 of the Dutch Civil Code;
- a resolution taken by absolute majority of all members present and voting to discharge a member.

Boardmeetings and decisionmaking

Article 7.

1. The Board shall meet regularly once a year. Additional meetings shall be held when the President finds it appropriate or when at least four members have formally requested a meeting.
2. The Board may determine the venue of its meetings from time to time.
3. The Vice President shall preside at a meeting which the President is unable to attend.

4. The meeting shall be convened by the Secretary, by means of airmail letters mailed to the addresses of the board-members, at least fifty working days prior to the date of the meeting.
5. The agenda for the meeting shall be annotated and shall be sent by the Secretary by means of registered mail to the Board members at least 20 working days prior to the meeting.
No valid resolutions can be taken on topics not announced in agenda for the meeting.
6. Minutes of the matters dealt with at each meeting shall be kept by the Secretary. They shall record participation at the meetings, decisions taken, and dissenting opinions. They shall be adopted by the subsequent meeting and signed by the President and the Secretary then in office. The Board shall determine its own rules of procedure.
7. Unless otherwise provided in these articles of association the absolute majority of the members of the Board present in person or by proxy shall constitute a quorum for the adoption of resolutions by the Board.
8. Any Board member may be presented at any meeting of the Board by another member of the Board, who may vote at his written proxy, to be approved by the President of the meeting, at such meeting. A member of the Board may only represent one co-member.
9. Resolutions may also be adopted without a meeting provided they are taken unanimously and the votes are cast in writing - including by telegram, telex or telefax - by all those entitled to the right to vote. A resolution

Board competency and representation

Article 8.

1. The Board is responsible for the management of the International Ocean Institute to the extent Dutch law does not determine otherwise.
2. The Board is authorized to enter into agreements to buy, alienate or encumber real property.
3. The Board is neither authorized to enter into agreements in which the International Ocean Institute commits itself as surety, nor to guarantee or otherwise secure or encumber assets as security for the obligations of third parties with or without consideration.
4. The International Ocean Institute is represented at law and otherwise by the Board and besides by the President of the Board or the Secretary of the Board.
5. In case the President and the Secretary are prevented from or are incapable of acting as such, the International Ocean Institute is represented at law and otherwise by their alternates.
6. The Board shall determine policy regarding the activities, organisation and financial administration of the International Ocean Institute, and shall approve its budget and accounts.
7. The Board may establish and maintain a fund, or funds, to receive and administer the capital.
8. The Board may establish or designate (regional) Operational Centres or confer International Ocean Institute affiliate status on other institutions under such terms and conditions it deems useful for the fulfillment of its purposes and performance of its functions. The Board may also establish subsidiary bodies whenever it deems it necessary.

Planning Council

Article 9.

1. There shall be an Planning Council, which shall consist of not more than twenty-four members. The Planning Council shall determine the number of members, on the understanding that the Treasurer and the Secretary of the Board shall be, qualitate qua, members of the Planning Council.
2. The Planning Council shall elect its own members.
3. Members of the Planning Council shall serve for five years.

4. On staggered terms one fifth of the members of the Planning Council have to be renewed every year. Members may be re-elected for two successive terms.
Council members shall belong to nations within various geographic regions.
5. The Planning Council shall not be disqualified from the transaction of its business by reason of any vacancies amongst its members. Such vacancies shall be filled without delay and may be filled, at the discretion of the Chairman, by a postal ballot amongst the existing members. A member elected to fill a vacancy shall serve on the Planning Council for the remaining part of the term of the member he or she replaces.
6. The Planning Council normally meets at least once a year, at a place to be determined by the Council from time to time. The Council shall elect its own Chairman.
7. One-third of the existing membership shall constitute a quorum.
8. All resolutions or recommendations to be adopted at a meeting for the Planning Council shall be adopted by absolute majority of the votes cast. Recommendations of the Planning Council may also be taken by postal ballot if so requested by the Chairman. In case of a tie, the Chairman may cast a vote.
9. The Chairman may appoint a Vice Chairman.
10. The Planning Council may appoint ad-hoc working groups from among its members; such groups may be convened jointly with other organizations with which the "International Ocean Institute" has established cooperative relations.
11. The Planning Council shall, in consultation with the Executive Director, advise the International Ocean Institute in order to determine the programme of activities of the International Ocean Institute and shall select candidates for the fellowships in ocean studies. The Planning Council shall determine its own rules of procedure.
12. The Planning Council may elect Correspondence Members of the Planning Council.

Joint meetings

Article 10.

1. The Board and Planning Council may, by mutual agreement, convene in joint meetings.
2. In case resolutions shall be adopted at joint meetings, the provisions of article 7 will be accordingly applicable.

The Executive Director

Article 11.

1. The Executive Director shall be appointed by the Board.
2. The Executive Director is the chief executive officer of the International Ocean Institute. He is answerable to the President and the Board.
3. The Executive Director shall have executive and administrative authority for the implementation of the policies and decisions established by the Board. He can offer and accept, on behalf of the International Ocean Institute, contracts for work to be undertaken for or by the International Ocean Institute, open and close bank accounts, sign cheques and carry out other transactions, within the legal limits of these Statutes.

Financial year and annual financial statement

Article 12.

1. The financial year of the International Ocean Institute runs from January first up to and including December thirty-first of each year.
2. Within six months after the close of the International Ocean Institute's financial year, the Executive Director shall draw up a financial statement, covering the preceding year and shall submit same for approval to the Board.
3. The annual financial statement consists of a balance sheet, income and deficit account and an explanatory statement.
4. The Board may appoint an independent auditor for the purpose of supervising the bookkeeping regularly and to report to the Board with regard to the financial statement as presented by the Executive Director. The auditor shall be authorized to inspect all such books and records of the International Ocean Institute.

5. The Board is not restricted in this appointment by any nomination. It is authorized to dismiss the auditor at any time.
6. The Board is obliged to keep the documentation referred to in this article, for a ten-year period of time.

Communications to the International Ocean Institute
and officials of the International Ocean Institute

Article 13.

The official mailing address of the headquarters of the International Ocean Institute shall be used for all purposes and procedures in this statutes and for all operations of the International Ocean Institute.

Amendments

Article 14.

1. The Board is authorized to amend the articles of association, on the understanding that the purpose cannot be amended.
2. Proposals for amendments shall be notified to members of the Board not less than fifty working days before they are called upon to decide on them. Resolutions to amend these articles of association can only be validly adopted with a majority of at least two-thirds of the votes cast at a meeting of the Board, at which all members are present either in person or by proxy.
3. Any amendment of these articles of association must, on pain of nullity, be recorded in a notarial deed. Each member of the Board is separately authorized to appear before the civil law notary who records the amendment.
4. The Board is obliged, to file at the offices of the Public Foundation Register, kept by the Chamber of Commerce in Rotterdam, an authentic copy of the deed of amendment, as well as the amended articles of association.

Dissolution and liquidation

Article 15.

1. The Board is authorized to dissolve the International Ocean Institute.
2. The International Ocean Institute can also be dissolved by a judgement of the Court, in cases as stipulated by Dutch law.
3. With regard to a resolution to dissolve the International Ocean Institute the provisions of article 14 apply accordingly.
4. After the dissolution of the International Ocean Institute it shall be liquidated by the Board.
5. After the dissolution the International Ocean Institute continues to exist in so far as such is necessary for the liquidation of its affairs.
6. During the liquidation the provisions of the articles of association shall remain in force as much as possible.
7. After the debts have been paid, the Board shall determine the allocation to the remaining assets of the International Ocean Institute, provided that such allocation be made to a purpose that corresponds approximately to the purpose of the International Ocean Institute.
8. The books and documents of the dissolved International Ocean Institute shall remain for thirty years in the custody of such a person designated thereto by the Board.

Final Provision

Article 16

In case the Dutch and English version of these articles of association can be interpreted differently, the English version will be decisive.

These articles of association are laid down in deed, executed in the Dutch language before Mr. Rudolph Maarten Bos, civil law notary, with residence in Krimpen aan den IJssel, the Netherlands, on _____, of which this is a true and official translation.

AMPLIFICATION:

Title 6, Volume 2, of the Dutch Civil Code

deals with the definition of a "stichting" under Dutch law:
a legal entity with ideal purposes and without membership.

Section 298, Volume 2, of the Dutch Civil Code:

The core of this Section reads as follows:

The Membership of a Member of the Board who:

- a) acts in violation with the law or with the statutes, or, is guilty to maladministration, or
- b) does not, or does not fully comply with an order by the President of the Court to give access to all information regarding the 'stichting' to the Public Prosecutor (such an order can be given in case of suspected violation of the law or the statutes),

can be terminated by the Court.

INTERNATIONAL OCEAN INSTITUTE

BOARD MEETING

MALTA

OCTOBER 31, 1992

DRAFT AGENDA

1. Welcome, Adoption of the Agenda
2. Minutes of the 29th Meeting of the Board,
Paris, 8-9 May, 1992
3. Headquarters Agreement with the Government of Malta
4. Revised Statutes
5. Appointment of Treasurer
6. Report of the Interim Executive Director
7. 5-Year Plan of Activities, 1993 - 1998
8. Appointment of Executive Director
9. Agenda for the Session of the Planning Council,
November 5, 1992, Malta
10. Adjournment

INTERNATIONAL OCEAN INSTITUTE

BOARD MEETING

MALTA

OCTOBER 31, 1992

Item 2:

MINUTES OF THE 29th MEETING OF THE BOARD
PARIS, MAY 1992

International Ocean Institute
Board Meeting
Paris, France
8 May, 1992

Members Present:

Amb. Layachi Yaker, President; Prof. Dr. Elisabeth Mann Borgese, Founder and Chairman of the Planning Council; Dr Gerard W. Ackers, interim Executive Director; Prof. Salvino Busuttil, Dr. Mario Ruivo, Dr. Alexander King (from 3:00 PM) and Dr. Anton Vratusa (on Saturday the 9th May, 1992).

Also Present:

Mr. T.S. Harris, fund-raising and management consultant; Dr. A. Mallia, Head - Academic Affairs; and Miss N. Ralston, Secretary to the meeting.

Absent:

Prof. Rene Jean Dupuy, Mr. Jan P. Pronk, Mr. Bhagwat Singh and Hon. Dr. Joseph Sinde Warioba.

Item 1 ADOPTION OF AGENDA

The Meeting was opened on 8 May 1992 at 10.30 AM at UNESCO Headquarters in Paris, under the chairmanship of President Yaker. The agenda was adopted after discussion.

Item 2 MINUTES OF 28TH SESSION

The minutes were adopted as submitted.

Item 3 APPOINTMENT OF NEW MEMBERS OF THE BOARD

The promised new candidates for the Board were submitted for nomination. Prof. Mann Borgese stated that, excepting Mrs. Soares of Brazil, each one had been approached informally. An answer is still needed from Mr. Manmohan Singh.

Professor Mann Borgese, chairman of the nominating committee, said that the names of all candidates have been submitted to all Members of the Board for consideration. No dissension has been voiced to her.

It was agreed to inform the new Board members officially on the decision of the Board and to ask them to accept the nomination officially.

It was pointed out that the statutes of incorporation need urgent revision to accommodate the increased number of members. Mr. Harris and Dr. Ackers were instructed by the President to confer with Prof. Mann Borgese concerning changes to the statutes.

Professor Mann Borgese will than coordinate the discussions of the committee for the revision of the statutes (as installed in the last Board meeting), to speed up the process so that formal decisions on the revised statutes can be made before the next meeting of the Board.

Among the changes should be (1) a minimum but no limit on the maximum number of members of the Board, (2) maximum tenure for any board member to two terms of five years, and (3) creation of a category of "corresponding member."

The President suggested that another Board Meeting should be held in July/August 1992 to approve the changes so that the changes will be in effect by the next PIM.

It was then suggested that Mr. Bhagwat Singh should become an advisory member.

Item 4 FINAL REPORT ON PIM XIX

The Final Report on PIM XIX was accepted. All Board members expressed their gratitude to Dr. Jan van Ettinger for the successful coordination of the conference and the excellent final report. The Board asked its chairman to inform Dr. van Ettinger accordingly.

Prof. Mann Borgese informed the members that UNU has printed one of the two books from PIM XIX. UNU will send it to Rio. The other volume is in preparation and includes all the papers submitted at the conference.

It was then suggested that a summary of decisions and what the Institute has done about the implementation of recommendations over the years be sent to the Board Members and Planning Council.

A letter should be sent to all heads of permanent delegations to the UN and UNCED regarding the conclusions and recommendations of PIM XIX. Prof. Busuttil volunteered to contact FIS to do the logistics.

The subject of the communication strategy of the IOI was then raised. Mr. Harris stated that he had intended to make this a part of the second phase of the UNDP project but perhaps the lack of an institutional communication strategy had become too obvious. The President instructed Mr. Harris to begin work on this strategy and he is to consult with Prof. Busuttil and Amb. Yaker.

Item 5 FINANCIAL REPORT 1991-IOI MALTA

The auditors report was submitted to the Board by the Interim Executive Director. The Board accepted the auditors report and complemented the management of the Institute. Professor Busuttil stated that he regrets that this report only covers the operations of IOI-Malta and does not include the operations of IOI-Canada.

He then added that he is being threatened with legal action regarding the rent for premises at Old Mint Street which has not been paid for over eight years. He also mentioned that the IOI has been at Old Mint Street for ten years and as yet there is no agreement with the landlord. Dr. Ackers pointed out that this problem also was mentioned to him by Professor Serracino Inglott, but that it is in the first place a dispute between the owner of the premises and the tenants (Professor Busuttil

and Professor Serracino Inglott). The IOI has no contract with the owner nor with the tenants. It was agreed that the tenants will invoice the IOI in accordance with the claims of the owner on the tenants.

Dr. Ruivo asked for standard criteria for honoraria to course directors.

Item 6 FINANCIAL REPORT 1991-IOI HALIFAX

The financial report 1991 of the operations of IOI-Halifax was presented by Dr. Ackers. He expressed his gratitude towards Professor Mann Borgese and the Halifax staff for the input for this financial report. He regrets that it has not been possible to present a consolidated financial report for the Institute.

Professor Mann Borgese said that she prepared a more detailed accounting report than presented here, also including information on the other activities of IOI, like PIM XIX and the courses conducted by IOI-Malta, with the purpose to present this report to CIDA and other donors.

Dr. Ackers added that IOI-Halifax does not have the same accounting procedure as IOI-Malta, because of the IOI-Halifax integration into the University there. That is also the reason that no balance can be shown yet, unlike IOI-Malta accounts system.

Dr. Ackers also added that we should have a full IOI (Malta, Halifax, etc.) consolidated accounts system starting from January 1992 and the accounts for 1992 will be ready by March 1993.

Item 7.1 PROGRAMME AND BUDGET 1992

Prof. Mann Borgese said that the Programme submitted by Dr. Ackers gives a good impression.

Some cosmetic changes may be required for the Class B2 Training Programme in Malta because the IOI has been given a special offer, presently under consideration, from the Commonwealth Secretariat to pay for the entire course. Commonwealth Secretariat have been provided detailed cost breakdowns by Dr. Ackers.

According to Dr. Ruivo the programme for 1992 requires more detail regarding the financial aspects as well as a more detailed description and a proposal of what each course and workshop will cover. A detailed budget stating the costs of courses and workshops etc., a list of publications/materials for reference, new course or repetition courses for participants, adjust to appropriate necessities and need strategy for activities. He then added that the Planning Council should be informed of the requirements and to ask for their view, otherwise the Planning Council is just symbolic, which is not the intention.

Prof. Busuttill carried on the discussion regarding the course in the Exclusive Economic Zone and said that the substance of the Programme has to be evaluated and the Planning Council should be involved.

Mr. Harris added by asking how the IOI can effectively involve the Planning Council. He also suggested that a Board Meeting should be prepared to allow the management of the Institute to review guidelines of 1992 and a follow up of 1993.

Amb. Yaker requested Dr. Ackers and Dr. Mallia to review the 1992 programme in greater detail and that the Board should be reviewing in February or March each year the programmes for the following calendar year.

Dr. Ackers has presented the budget calculations for 1992 and informed the Board on the system behind it.

Item 7.2 FINANCIAL REPORT 1992 IOI dd 01-05-1992

Dr. Ackers presented a document (annex 7.2) regarding the financial situation of the IOI in this fiscal year. The first page of the document shows a positive change in our financial situation.

The following page however demonstrates that we still have to find grants and donations for nearly US\$ two million to be able to execute the programme for this year as discussed under point 7.1 of the agenda.

To give more background information in how the IOI has build up a negative balance over the last years, Dr. Ackers referred to page 3 of the document. He warned the Board not to be too optimistic about fundraising for more scholarships for this year. In comparison with last year we already raised 60% more scholarships.

Page 4 of the document shows our negative cash flow position for the coming months.

Concerning funding core costs of IOI, Dr. Ackers stated that the CIDA grant covers most, and the central problem is managing the cash flow, as the receipt of funds seems to follow expenditures. He informed the Board of the existence of a revolving credit facility secured against the signed contracts with UNDP which hopefully can be extended to other secure grants.

Dr. Ackers presented the financial aspects of the course programmes and gave a course-by-course analysis of income/expenditures. After discussion, it was decided that the conditions for courses for this year would be:

- * Halifax: contingent on the personal guarantee of Professor Mann Borgese, which she has given, and on the condition that the funds have to be in place before expenditures are made. Professor Mann Borgese asked Dr. Ackers to follow up once again the discussions with (CIDA) on scholarships, because she was not in the position to do it herself. 2
- * Malta: contingent entirely on the financial support of the Commonwealth Secretariat
- * China: contingent entirely on finding new funding, perhaps from Japan; the Chairman considers this to be very important for the IOI
- * Morocco: while some funds have been raised, Prof. Busuttill volunteered to approach EC and other regional sources; this course has the highest priority
- * Madras: part of the UNDP project, and subject to further discussions between Dr. Saigal (on behalf of the IOI) and Prof. Raju (of the Indian Institute of Technology - Madras)
- * Indonesia: contingent on identifying and securing new funding;
- * Colombia, contingent on identifying and securing funding from the UNDP project.
- * Refresher course: part of the UNDP project
- * Special workshop for decision makers of the Government of Malta: entirely funded by the Government of Malta.

Concerning financing the upcoming PIM XX, the total costs will be \$350,000 against which the Dutch Government has pledged \$100,000 to cover the costs of participants from the Developing countries; Prof. Mann Borgese said that she is confident that her approaches to donors to the first PIM will produce another \$ 20,000.

The Board authorized the Interim Executive Director to try to extend the credit facilities.

Item 8 PROGRESS REPORT ON ORGANISATION OF PIM XX

A progress report drafted by Dr. Mallia, coordinator of PIM XX was presented to the Board.

Professor Mann Borgese then reviewed the planning and preparations for the PIM XX. In general, preparations were moving ahead on schedule, with the first of the two preparatory workshops to be held in Halifax the end of the month. A second one would be held in September in Malta.

Some discussion followed about the exhibition at the Maritime Museum on the history of the law of the sea. It was agreed that, given the limited staff, the limited time, and the even more limited budget, that preference will be given to the period of 1967 onwards.

Prof. Busuttill volunteered to contact the FIS to arrange for a maximum of assistance.

The subject of the gala dinner, scheduled then for the Thursday evening immediately following the official closing of the conference, was also discussed and it was agreed to reschedule this for the Wednesday evening.

A special concert has been offered by the University and it was agreed that, subject to discussions with Professor Serracino Inglott, this should take place on Monday night (beginning as late as possible not to interfere with the conference programme) at the Manoel Theatre. The Board accepted with gratitude the assistance of Professor Serracino Inglott in the organisation of the concert.

The venue for the conference was re-examined and it was decided that the conference itself should take place at the Foundation for International Studies, with bus service to and from the hotel.

Item 9 REPORT ON DEVELOPMENT PROJECT.

Mr. Harris gave an oral report on the progress in establishing the four operational centres, which had been submitted for Board deliberation in November. He stated that the UNDP (the executing agency for the World Bank/Global Environmental Facility projects) had suggested a preparatory phase during which the basic agreements with host countries and cooperating education/ scientific organisations be negotiated, so that the operational phase could be assured of sure footing. This phase would last until the end of July 1992.

Dr. Ruivo requested that a full and detailed report be sent to the Board as soon as possible.

The question was posed how much of the grant is being devoted to the IOI overheads; Mr. Harris said that no specific amount had been budgeted. Dr. Ackers stated that the project is not costing IOI anything and that in fact he was applying interests costs for the revolving credit facility against the UNDP grant. It was then pointed out that UNDP was reserving 6% of the grant amount to cover its own internal administration; this was greeted with less than full enthusiasm by the Board. The Board also instructed Dr. Ackers that all future arrangements with the UNDP should include 6% or 13% for IOI overheads, the exact amount to be determined from some inquiries by Amb. Yaker.

Dr. Ruivo asked for assurance that the operational centres were to be scientifically viable and he asked how IOI was defining its mission -- as simply "a training factory" or something much deeper or broader.

Professor Mann Borgese replied that each operational centre will have an advisory council, to ensure that the local needs and knowledge are fully incorporated, tied into the IOI Planning Council.

One of the ways this will be made the more effective is by the refresher courses for alumni, where their knowledge can be updated and the IOI can learn from them about the on-the-ground situations.

Item 10 SELECTION OF THE EXECUTIVE DIRECTOR

Dr. Ackers circulated two papers prepared by Mr. Harris concerning the selection of a permanent full-time executive director, one concerning the profile of the post, the other concerning the criteria for evaluation. Mr. Harris commented that these were intended to stimulate discussion and that the Board should agree to criteria before considering specific candidates, so as to avoid a "beauty contest."

The balance between administrative and scientific skills was raised by Dr. Ruivo. Mr. Harris commented that the IOI is evolving so quickly that the characteristics needed this year may be completely different from those required in two years and that essential balance is finding a manager and a scientist who can work together. Dr. King suggested that a strong Director now could evolve the strengths needed long-term.

Prof. Mann Borgese stated that the Executive Director needs to be in situ at headquarters more than the ten days a month Dr. Ackers now spends there.

Mr. Harris said that he has curriculum vitae of four candidates, no one of which he considers appropriate. Given this, the subject of how to attract suitable candidatures was raised. Professor Busuttill suggested the post to be advertised, Dr. Ruivo commenting that he had found selective advertising effective. Dr. King added that while the ultimate candidate may not result from advertising it opens up many other doors. Concerning paying for costs associated with the search, Dr. Ackers said that some of the CIDA core funding could be used for this.

Item 11 OTHER MATTERS

The subject of a concert at the upcoming PIM was re-addressed. Prof. Mann Borgese said that her understanding was that this would not incur additional expenses. Mr. Harris reported on his conversation earlier in the week with Mr. Phillip Rizzo, now the chief administrative officer of the University, that if a concert were to take place then it should feature works in which the Maltese can excel, so as to "demonstrate the cultural level of Malta far exceeds either its size or its population." It was agreed that planning for the concert should proceed, within reasonable financial risks.

The President reported on the meetings earlier in the week, together with the Interim Executive Director and Mr. Harris, with the Prime Minister of Malta and the Minister of Foreign Affairs regarding the honorary committee of PIM XX and regarding the signing of the Headquarters agreement. A date for the signing ceremony will be proposed to IOI soon.

Mr. Harris reported on follow up meetings earlier in the week with the principal aide of the Prime Minister of Malta and with the Rector of the University of Malta. It appears that the agreement with the Government can go ahead for signing without an agreement with the University, and that the Rector of the University is cooperative with this approach.

Mr. Harris also reported that he had the impression that the ratification of the Convention on the Law of the Sea by the Government of Malta might proceed, as this is Cabinet decision and not a Parliamentary process.

The formal resignation of Dr. Caroline Vanderbilt from Deputy Chairman of the Planning Council and from her other posts within IOI was announced.

The President reported that Dr. Ackers was, after initial contacts and visits from Professor Mann Borgese and the President to the Dutch Ministry of Development Cooperation, in advanced discussions with the Dutch Ministry about long-term, multi-year scholarship assistance; if these negotiations are successful, the IOI will be much more able to plan well in advance its programmes. The President emphasised that these negotiations are still very tentative and requested that no one become involved formally or informally without consulting Dr. Ackers first.

Dr. Ackers informed the Board that just before the meeting a scholarship was given to the IOI by UNEP-Athens for the Morocco course.

Professor Busuttil suggested to Professor Mann Borgese to send him a letter as UNEP co-ordinator expressing the IOI interest in organising training programmes for the Black Sea region so that it will be included in the Constanza Agreement.

The President suggested that the IOI will seriously follow the meetings of IOC/UNESCO and other UN agencies.

The Board Members were informed that the President, Professor Mann Borgese and Dr Bhagwat Singh will represent the IOI at UNCED and that they are going to participate in the Global Forum.

Members of the Board of Trustees as from May 8, 1992:

Layachi Yaker, President
Elisabeth Mann Borgese, Founder and Honourary Chairman

Alicia Barcena, Mexico
Salvino Busuttil, Malta
Umberto Colombo, Italy
Ivan Head, Canada
Alexander King, United Kingdom
Jan Pronk, the Netherlands
Mario Ruivo, Portugal
Bhagwat Singh, United States of America
Manmohan Singh, India (not yet confirmed)
Danielle St. Jorre, Seychelles
Anton Vratusa, Slovenia
Joseph Warioba, Tanzania

INTERNATIONAL OCEAN INSTITUTE

BOARD MEETING

MALTA

OCTOBER 31, 1992

Item 3:

HEADQUARTERS AGREEMENT WITH THE
GOVERNMENT OF MALTA



**Headquarters Agreement between the
Government of Malta and the International
Ocean Institute**

The Government of Malta and the International Ocean Institute,
RECOGNIZING the importance of the marine environment in
regard to the development and management of ocean resources,
DESIRING to promote the education, training and research in
marine affairs and in order to enhance through peaceful means
the conservation and management of ocean space and its living
resources,
HAVE RESOLVED to combine their efforts and have agreed as
follows:

Article 1

Definitions

For the purpose of this Agreement:

"The Government" means the Government of Malta;

"The Institute" means the International Ocean Institute.

"The Board" of the Institute means the Board of Trustees.

"Senior Officials" of the Institute shall mean the Director of the Institute, the members of the Board of Trustees and Planning Council of the Institute, and other senior officials designated as such by the President of the Board of Trustees and agreed to by the Government.

Article 2

Location of Headquarters

1. The Headquarters of the Institute shall be established in Malta to operate in accordance with the Statute annexed to this Agreement.

Handwritten initials and signature

2. The Institute shall be legally registered in accordance with the Laws of Malta.

Article 3

Headquarters Premises

1. The Government undertakes to assist the Institute in the acquisition or hire of premises and related facilities for use by the Institute as its Headquarters.
2. The Government shall do its utmost to ensure that the premises shall be supplied with necessary public services, including electricity, water and sewage.
3. The Institute may receive and hold any kind of funds and dispose of them freely for any of its official activities. It may hold bank accounts to the extent required to meet its obligations.
4. The assets, revenues and other funds held by the Institute or for the use of the Institute shall be deemed to be the assets, revenues and funds of the Institute, provided that these assets do not include any property leased or lent by the Government to the Institute which shall always remain the property of the Government.

Article 4

Facilities and Courtesies

1. The Government undertakes to accord Senior Officials of the Institute as well as overseas visitors to the Institute such facilities and courtesies as may be required for the independent exercise of their functions in connection with the Institute.
2. All persons referred to in this Article and all individuals travelling on official business or fellowships of the Institute shall have the right to enter and leave Malta and to remain in the territory, as necessary, for the performance of their functions or studies, as the case may be, in connection with the Institute. They shall be accorded facilities for speedy travel and visas which, if needed, shall be issued to them promptly and extended, if needed.
3. The Director of the Institute shall inform the Government, in advance of their arrival, of the names of persons travelling to Malta on official business or fellowships of the Institute, to enable the Government to implement the provisions of this Article.

U
i
M

Article 5

Exemption from taxes

The Institute shall be exempt from:

- (a) tax on its assets, income and other properties;
- (b) tax on donations;
- (c) tax on articles purchased and services rendered with the exception of the proportion representing payments for specific services rendered;
- (d) social security contributions.

Article 6

Exemption from customs and excise duties

The Institute shall be exempt from customs and excise duties on:

- (a) scientific apparatus and equipment, educational materials or articles, supplies and other equipment necessary for the exercise of its official activities;
- (b) official vehicles.

Article 7

Staff members

1. Staff members of the Institute, provided they are not citizens of Malta, shall be exempted from:

- (a) taxation on salaries and allowances granted by the Institute as long as they are in the employment of the Institute;
- (b) tax on income arising outside Malta;
- (c) value added tax and other indirect taxes on articles imported or purchased or services rendered for their personal use or for their establishment, to the extent accorded under the law of Malta; and
- (d) social security contributions with respect to services rendered for the Institute.

2. Senior Officials of the Institute together with members of their families forming part of their respective households, provided they are not citizens of Malta, at the time of their first posting in Malta, shall be exempt from customs or excise duties

and other such charges (except charges for storage, cartage and services) in respect of their furniture and personal effects, including one motor car, intended for their personal use or for this establishment. Such goods shall normally be imported within six months of the first entry of the senior Officials in Malta.

Article 8

The Director

1. The President of the Board of Trustees shall inform the Government of the appointment of the Director of the Institute.
2. The Director of the Institute shall communicate to the Government a list of all employees of the Institute, and additions to the list as necessary indicating in each case whether the individual is a citizen of Malta.
3. The Government shall issue to the Director and every employee of the Institute, on notification of their appointment, a card bearing the photograph of the holder and identifying the bearer as an employee of the Institute. This card shall be accepted by the appropriate authorities as evidence of identifying and appointment.

Article 9

Board of Trustees

1. The Government shall be informed of the members of the Board of the Institute and/or of any changes in its composition which may occur from time to time.
2. The Government shall appoint a representative on the Board of the Institute for a term of office of three years.

Article 10

Observance of Laws and Regulations

1. The Institute, and all persons enjoying privileges under this Agreement, shall, without prejudice to the other provisions thereof, respect the laws and regulations of Malta and cooperate at all times with the Maltese authorities in order to ensure the observance of Malta's laws and regulations and to prevent any abuse of the advantages described in this Agreement.

U
|

Article 11

Co-operation

1. The Institute shall advise the Government on marine affairs and related activities, if requested to do so.
2. The Institute shall enter into agreements of co-operation with the University of Malta, the Malta Council for Science and Technology, and the Maritime Museum which may be reviewed, amended or adjusted from time to time.
3. The Institute shall establish co-operative relationships with other institutions and organisations in relation to marine affairs and related research programmes and activities.


Article 12

Settlement of disputes

1. Any dispute as to the implementation, interpretation or modification of this Agreement, including any question affecting the relations between the Government and the Institute, which cannot be settled by direct negotiation or by some other agreed method shall be submitted for evaluation or for a decision to a panel composed of three members.
2. The Government and the Institute will each nominate one member to the panel. The nominated members will choose a third member to act as a Chairman of the panel.
3. If within six months of their own appointment the Members of the panel fail to agree on the person of the Chairman, the latter will be chosen by the Chief Justice of the Maltese Law Courts.

Article 13

Review/Modification

1. This Agreement can be reviewed on the request of either the Government or the Institute and each party shall give full and sympathetic consideration to any request for modification.
 2. Any understanding or modification may be given effect by mutual accord in writing between the Government and the Institute.
- 

Article 14

Entry into Force

1. This Agreement shall enter into force upon signature by both the Government and the Institute.
2. The Agreement shall remain in force until 2006. Not later than one year before the expiration of this Agreement, the Government and the Institute shall enter into consultations with a view to continuing their mutual co-operation.

IN WITNESS WHEREOF the respective representatives have signed this Agreement.

Done in duplicate at *Valletta* this *25th* day of
June, 1992


FOR THE GOVERNMENT OF MALTA


FOR THE INTERNATIONAL
OCEAN INSTITUTE

INTERNATIONAL OCEAN INSTITUTE

BOARD MEETING

MALTA

OCTOBER 31, 1992

Item 4:

REVISED STATUTES

Articles of association of the
"Stichting International Ocean Institute"

Name, Legal Form, Seat, Duration

Article 1.

1. The name of the legal entity is "Stichting International Ocean Institute"; the legal entity may be indicated in the Dutch as well as in the English language as "International Ocean Institute".
Its ~~registered seat is~~ in Rotterdam, the Netherlands; its headquarters are in Malta.
2. The International Ocean Institute has been established as a "stichting" according to Dutch law and is governed by the provisions of Title 6 Volume 2 of the Dutch Civil Code.
3. The International Ocean Institute is constituted for an indefinite period of time.
4. The International Ocean Institute ^{stichting} constitutes the legal basis of the International Ocean Institute established in Malta in nineteen hundred seventy-two.
5. The International Ocean Institute is a scientific, educational and non profit organisation.
6. The International Ocean Institute has the status of an independent international non-governmental organisation and is self-regulating.

Purpose

Article 2.

The purpose of the International Ocean Institute is to promote education, training and research to enhance the peaceful uses of ocean space and its resources, their management and regulation as well as the protection and conservation of the marine environment. To this end it shall:

- identify problems requiring attention and undertake research projects in ocean affairs,
- disseminate the results of its activities through publications and other means;
- convene Pacem in Maribus Convocations;
- organize training programmes and award certificates, diplomas, or degrees;

- award fellowships in ocean studies;
- undertake other regional and global activities;
- cooperate with the United Nations and the organizations of the United Nations system, other international organizations concerned with ocean affairs, governments, foundations, industries and academic institutions, as well as with other organizations and individuals, for which appropriate mechanisms for liaison shall be established;

as well as undertake all that which is related to the foregoing in the widest sense.

Capital

Article 3.

Grant and work's capital
The capital of the International Ocean Institute will be formed of: *grant*

- ~~subsidies~~ and donations;
- acquisition through testamentary disposition, legacy, or endowment;
- any other acquisition.

Honorary President of the International Ocean Institute

Article 4.

Professor Madam Elisabeth Mann Borgese is hereby conferred the title of Honorary President of the International Ocean Institute for life.

The Board *of Trustees*

Article 5.

1. The Board of the International Ocean Institute shall consist of twelve members ~~or more.~~ *6 to 10.*
2. Members of the Board shall be appointed by the Board by at least two-thirds of the votes cast at a board meeting, at which at least three-fourths of the board members are present, either in person or by proxy.
3. On staggered terms one fifth of the members of the Board have to be renewed every year. Members of the Board may be re-elected for one successive term of five years.

4. Not more than two of the voting members of the Board shall be of the same nationality.
5. The Board shall elect its own President, Vice-President, Secretary and Treasurer. The Secretary shall be the Executive Director of the International Ocean Institute. The function of Secretary and Treasurer can not be combined in one and the same person. The Board may designate a board member to act as an Alternative Secretary and/or Treasurer, either ad hoc, or for the entire period.
6. A representative of the Government of the host country of the Headquarters of the International Ocean Institute shall be a member of the Board.
7. The Board shall not be disqualified from the transaction of its business by reason of any vacancies amongst its members. Such vacancies shall be filled without delay and may be filled, at the discretion of the President, by a postal ballot amongst the existing members. A member elected to fill a vacancy shall serve on the Board for the remaining part of the term of the member he or she replaces.
8. In all other cases not provided for otherwise in these articles of association, the Board shall decide.

Termination of Board Membership

Article 6.

The Board Membership will be terminated by:

- a member's resignation;
- a member's death
- discharge of a member by the district court as referred to in section 298 of Book 2 of the Dutch Civil Code;
- a resolution taken by absolute majority of all members present and voting to discharge a member.

two third

Boardmeetings and decisionmaking

Article 7.

1. The Board shall meet regularly once a year. Additional meetings shall be held when the President finds it appropriate or when at least four members have formally requested a meeting.
2. The Board may determine the venue of its meetings from time to time.
3. The Vice President shall preside at a meeting which the President is unable to attend.

4. The meeting shall be convened by the Secretary, by means of airmail letters mailed to the addresses of the board-members, at least fifty working days prior to the date of the meeting.
5. The agenda for the meeting shall be annotated and shall be sent by the Secretary by means of registered mail to the Board members at least 20 working days prior to the meeting.
No valid resolutions can be taken on topics not announced in agenda for the meeting.
6. Minutes of the matters dealt with at each meeting shall be kept by the Secretary. They shall record participation at the meetings, decisions taken, and dissenting opinions. They shall be adopted by the subsequent meeting and signed by the President and the Secretary then in office. The Board shall determine its own rules of procedure.
7. Unless otherwise provided in these articles of association the absolute majority of the members of the Board present in person or by proxy shall constitute a quorum for the adoption of resolutions by the Board.
8. Any Board member may be presented at any meeting of the Board by another member of the Board, who may vote at his written proxy, to be approved by the President of the meeting, at such meeting. A member of the Board may only represent one co-member.
9. Resolutions may also be adopted without a meeting ~~provided they are taken unanimously~~ and the votes are cast in writing - including by telegram, telex or telefax - by all those entitled to the right to vote. A resolution that has come about in this way shall qualify as a resolution by the meeting of the Board members and shall be entered in the minutebook in the manner described above.
10. Each member of the Board is entitled to cast one vote. Unless otherwise provided in these articles of association, all resolutions to be adopted at a meeting of the Board shall be adopted by absolute majority of the votes cast.
13. At a meeting, all votes shall be cast orally, unless the President of the meeting finds it appropriate to hold a voting in writing, or whenever so requested by a person with the right to vote attending the meeting.
In the event of an equality of votes, the President of the meeting shall have the deciding vote.
14. Voting in writing shall happen by means of unsigned closed ballots.
15. Blanc and invalid votes shall be deemed not to have been cast.
16. In case of disputes concerning ballots not provided in these articles, the President shall have the deciding vote.

Board competency and representation

Article 8.

1. The Board is responsible for the management of the International Ocean Institute to the extent Dutch law does not determine otherwise.
2. The Board is authorized to enter into agreements to buy, alienate or encumber real property.
3. The Board is neither authorized to enter into agreements in which the International Ocean Institute commits itself as surety, nor to guarantee or otherwise secure or encumber assets as security for the obligations of third parties with or without consideration.
4. The International Ocean Institute is represented at law and otherwise by the Board and besides by the President of the Board or the Secretary of the Board.
5. In case the President and the Secretary are prevented from or are incapable of acting as such, the International Ocean Institute is ~~represented~~ at law and otherwise by their alternates.
6. The Board shall determine policy regarding the activities, organisation and financial administration of the International Ocean Institute, and shall approve its budget and accounts.
7. The Board may establish and maintain a fund, or funds, to receive and administer the capital.
8. The Board may establish or designate (~~regional~~) Operational Centres or confer International Ocean Institute affiliate status on other institutions under such terms and conditions it deems useful for the fulfillment of its purposes and performance of its functions. The Board may also establish subsidiary bodies whenever it deems it necessary.

Planning Council

Article 9.

1. There shall be an ¹⁵⁻²⁰ Planning Council, which shall consist of not more than ~~twenty-four~~ members. The Planning Council shall determine the number of members, on the understanding that the Treasurer and the Secretary of the Board shall be, qualitate qua, members of the Planning Council.
2. The Planning Council shall elect its own members.
3. Members of the Planning Council shall serve for five years.

4. On staggered terms one fifth of the members of the Planning Council have to be renewed every year. Members may be re-elected for two successive terms.
Council members shall belong to nations within various geographic regions.
5. The Planning Council shall not be disqualified from the transaction of its business by reason of any vacancies amongst its members. Such vacancies shall be filled without delay and may be filled, at the discretion of the Chairman, by a postal ballot amongst the existing members. A member elected to fill a vacancy shall serve on the Planning Council for the remaining part of the term of the member he or she replaces. *shall meet*
6. The Planning Council normally meets at least once a year, at a place to be determined by the Council from time to time. The Council shall elect its own Chairman.
7. One-third of the existing membership shall constitute a quorum.
8. All resolutions or recommendations to be adopted at a meeting for the Planning Council shall be adopted by absolute majority of the votes cast. Recommendations of the Planning Council may also be taken by postal ballot if so requested by the Chairman. In case of a tie, the Chairman may cast a vote.
9. ~~The Chairman may appoint a Vice Chairman.~~ *elect*
10. The Planning Council may appoint ad-hoc working groups from among its members; such groups may be convened jointly with other organizations with which the International Ocean Institute *has* established cooperative relations.
11. The Planning Council shall, in consultation with the Executive Director, advise the International Ocean Institute in order to determine the programme of activities of the International Ocean Institute and shall select candidates for the fellowships in ocean studies. The Planning Council shall determine its own rules of procedure.
12. The Planning Council may elect Correspondence Members of the Planning Council. *ing*

Chairman of Council →

Joint meetings

Article 10.

1. The Board and Planning Council may, by mutual agreement, convene in joint meetings *to consult*
2. In case resolutions shall be adopted at joint meetings, the provisions of article 7 will be accordingly applicable.

The Executive Director

Article 11.

1. The Executive Director shall be appointed by the Board.
2. The Executive Director is the chief executive officer of the International Ocean Institute. He is answerable to the President and the Board.
3. The Executive Director shall have executive and administrative authority for the implementation of the policies and decisions established by the Board. He can offer and accept, on behalf of the International Ocean Institute, contracts for work to be undertaken for or by the International Ocean Institute, open and close bank accounts, sign cheques and carry out other transactions, within the legal limits of these Statutes *power delegated by the President*

Financial year and annual financial statement

Article 12.

1. The financial year of the International Ocean Institute runs from January first up to and including December thirty-first of each year.
2. Within six months after the close of the International Ocean Institute's financial year, the Executive Director shall draw up a financial statement, covering the preceding year and shall submit same for approval to the Board.
3. The annual financial statement consists of a balance sheet, income and deficit account and an explanatory statement.
4. The Board *shall* may appoint an independent auditor for the purpose of supervising the bookkeeping regularly and to report to the Board with regard to the financial statement as presented by the Executive Director. The auditor shall be authorized to inspect all such books and records of the International Ocean Institute.

5. The Board is not restricted in this appointment by any nomination. It is ~~authorized~~ to dismiss the auditor at any time.
6. The Board is obliged to keep the documentation referred to in this article, for a ten-year period of time.

Communications to the International Ocean Institute
and officials of the International Ocean Institute

Article 13.

The official mailing address of the headquarters of the International Ocean Institute shall be used for all purposes and procedures in this statutes and for all operations of the International Ocean Institute.

Amendments

Article 14.

1. The Board is authorized to amend the articles of association, on the understanding that the purpose cannot be amended.
2. Proposals for amendments shall be notified to members of the Board not less than fifty working days before they are called upon to decide on them. Resolutions to amend these articles of association can only be validly adopted with a majority of at least ~~two-thirds~~ of the votes cast at a meeting of the Board, at which all members are present either in person or by proxy.
3. Any amendment of these articles of association must, on pain of nullity, be recorded in a notarial deed. Each member of the Board is separately authorized to appear before the civil law notary who records the amendment.
4. The Board is obliged, to file at the offices of the Public Foundation Register, kept by the Chamber of Commerce in Rotterdam, an authentic copy of the deed of amendment, as well as the amended articles of association.

20/10/2014

Dissolution and liquidation

Article 15.

1. The Board is authorized to dissolve the International Ocean Institute.
2. The International Ocean Institute can also be dissolved by a judgement of the Court, in cases as stipulated by Dutch law.
3. With regard to a resolution to dissolve the International Ocean Institute the provisions of article 14 apply accordingly.
4. After the dissolution of the International Ocean Institute it shall be liquidated by the Board.
5. After the dissolution the International Ocean Institute continues to exist in so far as such is necessary for the liquidation of its affairs.
6. During the liquidation the provisions of the articles of association shall remain in force as much as possible.
7. After the debts have been paid, the Board shall determine the allocation to the remaining assets of the International Ocean Institute, provided that such allocation be made to a purpose that corresponds ~~approximately~~ to the purpose of the International Ocean Institute.
8. The books and documents of the dissolved International Ocean Institute shall remain for thirty years in the custody of such a person designated thereto by the Board.

Final Provision

Article 16

In case the Dutch and English version of these articles of association can be interpreted differently, the English version will be decisive.

Art. shall not be in force

These articles of association are laid down in deed, executed in the Dutch language before Mr. Rudolph Maarten Bos, civil law notary, with residence in Krimpen aan den IJssel, the Netherlands, on _____, of which this is a true and official translation.