



European Group of Institutes of Navigation Established in 1997

Report on Administrative Issues

Tom Willems

10/2021

As you may remember from the previous EUGIN meeting of May 2020, I am working on some administrative issues concerning EUGIN. Please see the draft meeting minutes of the EUGIN Council and General Assembly of May 2020 (Ref. 1).

Reminder of the Status of the EUGIN Registered Address

As reported previously, EUGIN's registered address was moved from Brussels to Antwerp in 2005, but the address in Antwerp is no longer valid. I offered to use my address; this was approved by EUGIN Council. However I did not succeed to update the address as I unfortunately lost my way in the administrative labyrinth. I discovered that part of the problem may be that EUGIN is registered in Antwerp, which is in the Dutch-speaking Community of Belgium, while the EUGIN Articles are written in French.

Consultation with Legal Experts

As agreed during the previous meeting, I have sought help from a law firm. Ms. Marijke Roelants of 'BoldLaw' (<https://www.boldlaw.eu/>) has investigated the current situation of EUGIN. I have provided information and documents by e-mail and we have held a videoconference.

Ms. Roelants had a call with the Clerk of the Antwerp Enterprise Court. During this telephone call, it was confirmed that the 'dossier' of EUGIN has indeed been transferred to Antwerp. We also know that the change of address to Antwerp has been published in the Belgian State Gazette. However, when the address was changed, the EUGIN Articles should also have been translated into Dutch. Although this was not done, the change of address was still processed and the dossier was transferred to Antwerp. The unfortunate conclusion is that, due to errors on both sides, our dossier is in an anomalous state.

Proposed Way Forward

After discussion with BoldLaw, the least complicated way forward is to submit an address change which moves the address back to the French-speaking Community of Belgium. This will still require some flexibility on the part of the Antwerp Enterprise Court, but hopefully they will also want to resolve the anomalous state of the EUGIN dossier.

BoldLaw offers its services to resolve the administrative situation of EUGIN. The related legal fees would be in the range of EUR 500 to EUR 1000 (partly in 2021 and 2022). As part of this, BoldLaw would visit the Antwerp Enterprise Court in person to explain the situation.

The current composition of the EUGIN Council must also be declared at the time of the address change. For this purpose, BoldLaw asks that the current composition of the EUGIN Council is formally recorded by the General Assembly in the Minutes of Meeting. Below the current list of Councillors as published in the Belgian State Gazette, which is clearly outdated:

Liste des administrateurs :

Ludovik GARZIK, Président de l'Institut de Navigation autrichien
Philippe DURTESTE, Président de l'Institut Français de Navigation
Peter VOERSMANN, Président de l'Institut of Navigation d'Allemagne
Adolfo GAMBARELLA, Président de l'Institut de Navigation italien
Rein van GOOSWILLIGEN, Président de l'Institut de Navigation des Pays-Bas
Oyvín STARBERG, Président de l'Institut de Navigation des Pays scandinaves
Luis SARDINHA MONTERIO, Président de l'Institut de Navigation portugais
R A SMITH, représentant permanent du Royal Institute of Navigation, UK
Juan FERNANDEZ RUBIO, Président de l'Institut de Navigation d'Espagne
Alain GEIGER, Président de l'Institut de Navigation suisse.

Date 31 mai 2005

Extract of the last official publication regarding EUGIN in the Belgian State Gazette

Proposed New Address

It follows from the above that a new EUGIN address should be found in the French-speaking Community of Belgium. Note that the previously proposed new address (i.e. my own address) is in the Dutch-speaking Community of Belgium.

As suggested during the previous meeting, a law firm could 'host' our address. As BoldLaw is registered in Brussels, I have asked for a quotation for hosting the registered address of EUGIN. BoldLaw has provided a Services Agreement (Ref. 2). The base cost would be EUR 1800 per year, excluding VAT and smaller expenses (see Ref. 2). The cost seems to be a bit higher than the typical cost for such services. Note that this service is only required once the address has been changed.

Next Steps – Decisions to be Taken

I would propose to follow the approach described above. If this is agreed, a number of decisions would need to be taken and recorded in the Minutes of Meeting. **BoldLaw has prepared a draft document containing the proposed decisions (Ref. 3)**. Please kindly review this document. The document would also need to be translated into Dutch and/or French. With the signed documents in hand, BoldLaw should be able to clear up the administrative situation of EUGIN.

Financial Strain

The proposed approach introduces the cost of hosting our address in the French-speaking Community of Belgium. Unfortunately, as described above, it is the least complicated way forward to solve the anomalous situation. Once the situation is resolved, it could be considered to move the address to the Dutch-speaking Community of Belgium. The offer to use my address (at no cost) is still valid. The EUGIN Articles would then need to be translated into Dutch.

Further Work

- As reported previously, there is a legal requirement to review/update our Articles of Association by 2024. I propose to split the work over 2022 and 2023, and to work with BoldLaw on this topic as well. If questions regarding the Articles arise, EUGIN members will be invited to contribute. The updated Articles will have to be approved by the General Assembly.

- According to information from BoldLaw, the new EU law regarding ‘ultimate beneficial owners’ (UBOs) is also applicable to EUGIN. Once the current composition of the EUGIN Council has been declared (see above), this information will also be transferred to the UBO Register.

Reference Documents

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| 1. | Draft Minutes of Meeting, EUGIN Council and General Assembly, 11/05/2020 |
| 2. | Services Agreement for provisioning of registered address (BoldLaw) |
| 3. | Draft Extract of Minutes of Meeting, EUGIN Council and General Assembly, 15/11/2021 |

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