

LONG DISTANCE FLEET ADVISORY COUNCIL IN NON-EU WATERS

ARTICLES OF ASSOCIATION

TITLE I GENERAL PROVISIONS

Article I.- Name and address

Under the Organic Law 1/2002 of 22 March, regulating the right of association, a non-profit organisation is established in Spain and adopts the name "Long Distance Advisory Council in non-EU waters", which will be referred to hereinafter abbreviated as "LDAC" (acronym corresponding to "Long Distance Advisory Council"). Its headquarters are located in Spain and its registered address is Calle Doctor Fleming No. 7, 2º Dcha., CP 28036, Madrid, Spain.

Article II.- Duration

The **LDAC** is established indefinitely. Its dissolution will take place in accordance with the laws and with the provisions contained in these articles.

Article III.- Territorial scope of action

The **LDAC** may incorporate any such organisations at the national and European levels that meet the requirements laid out herein, if they so request, and so its scope as an association will be the European Union.

Its territorial scope includes all the waters of the seas and oceans not subjected to the jurisdiction of the European Union (i.e., that they lie outside the Exclusive Economic Zone of the Member States of the EU).

The **LDAC** will operate giving equal opportunities to its members without any kind of discrimination on grounds of origin, gender or capacity.

Article IV.- Objectives and functions

The **LDAC** was established by virtue of the Commission Decision 2007/206/EC of 29 March 2007. It acts as Advisory Council (AC) in accordance with Regulation (EU) No 1380/2013 of the European Parliament and of the Council of 11 December 2013, on the Common Fisheries Policy and the Delegated Regulation of the Commission (EU) 2015/242 of 9 October 2014, which establishes detailed rules for the operation of the Advisory Councils under the common fisheries Policy.

Its main objectives and functions will be to prepare and provide advice and recommendations for management and conservation in order to contribute to the implementation of the common fisheries policy in non-EU waters, contributing to the improvement of the external relations of the European Union on fisheries affairs.

In particular, it will advise the European Commission on matters relating to Fisheries Agreements with third countries and on matters concerning the Regional Fisheries Organisations (RFOs) of which the EU is a contracting or cooperating party or in whose waters the Community fleet is fishing.

Its recommendations will address principally:

- a) The management of fish stocks under its competence, whether or not covered by Regional Fisheries Organisations (RFOs), and the management of the ecosystems concerned .
- b) Issues related to access to resources, and especially fisheries agreements, whether they are for exchange, trade or partnerships.
- c) Issues relating to investments made by fishing companies with Community capital in third countries, and issues related to cooperation and development of the coastal states who are signatories of Fisheries Partnership Agreements.
- d) Issues relating to the trade and valuation of the species within its scope of competence. In particular, the LDAC will issue recommendations in coordination with the Advisory Council on markets in the EU, on fisheries aspects in the negotiation of trade agreements, negotiations within the World Trade Organisation (WTO), and on the evolution of the common organisation of the markets for fishery and aquaculture products (CMO).
- e) Issues relating to the oceans and the Law of the Sea.

In compliance with its objectives, the **LDAC** will relate primarily to such EU Agencies which may be directly or indirectly related to the issues of interest.

The **LDAC** will coordinate its actions with the rest of the Advisory Councils of the EU.

Any changes to the above objectives and functions must obtain prior approval and consent of the Member States concerned and of the European Commission.

TITLE II

ORGANISATION

SECTION I.- Basic structure and operations

Article V.- Basic structure

The governing bodies of the **LDAC** are the General Assembly and the Executive Committee. Management of daily operations will be assumed by a Secretariat and standing or temporary Working Groups will be created to address specific issues.

Article VI.- Legal personality

The **LDAC** will have its own independent legal personality as a non-profit association under Spanish law, it will be entered in the corresponding Register, it will have full capacity to act in compliance with its purposes, and it may hold rights and obligations of all kinds.

Article VII.- Openness and transparency

The actions of the **LDAC** will be open and transparent. The meetings of both the General Assembly and the Executive Committee will be open to the public, although the latter may be closed when the Executive Committee itself so decides by a simple majority, in exceptional cases and depending on the nature of the topics to be discussed.

The information produced by the various bodies of the **LDAC** will be sent to the members of the General Assembly and the Executive Committee, to the States concerned, to the European Commission and to the European Parliament.

The recommendations agreed by the Executive Committee in compliance with its functions will be made public through the **LDAC** website.

SECTION II.- Membership

Article VIII.- Membership Requirements

Under Article 45 of Regulation (EU) No. 1380/2013, membership of **LDAC** is open to organisations representing the fisheries sector at the national and European levels, and other stakeholders who are affected by the common fisheries policy in non-EU waters, as long as they support the objectives of the **LDAC** as are embodied in these articles and that they be admitted as such according to the procedure outlined in the following article.

According to Article 2 of the Delegated Regulation (EU) 2015/242, '*fisheries sector organisations*' include organisations representing fish workers and producers (the catching sub-sector) and, among others, representatives of organisations from the sub-sectors of processing, marketing, and trade unions.

'Other stakeholders' include, among others, non-governmental organisations for cooperation and development and environmental conservation.

The **LDAC** will have 60% of the seats in the General Assembly and the Executive Committee assigned to representatives of the fisheries sector, and 40% to representatives of other stakeholders affected by the Common Fisheries Policy.

Article IX.- Appointment and admission of members

For the appointment of the members of the first General Assembly, the national and European organisations representing the fisheries sector or the stakeholders affected by the common fisheries policy in non-EU waters may submit their candidacy for prior acceptance to the Member State concerned in which their head office is located. The Member States concerned will agree among themselves to select the initial members.

For subsequent appointments of members of the General Assembly, requests for admission will be submitted in writing to the Secretariat of the **LDAC**, which will seek the opinion of the Member States concerned for prior approval before being circulated for formal ratification by the members of the Executive Committee.

Applications must be accompanied by a formal request from the applicant association, and include the agreement to such purpose by its competent governing body, together with its articles of association and rules of procedure.

Once accepted by the General Assembly, each member organisation will appoint in writing a natural person as a permanent representative (PR) in the **LDAC** who will represent such organisation for all purposes and who may participate in the discussions, will be entitled to vote, as well as to be a candidate and eligible for any office.

Each organisation may at any time change its PR, for which it will be sufficient to provide an expressly written delegation notice to the **LDAC** signed by the outgoing representative or, failing this, the relevant responsible person.

The **LDAC** will inform the European Commission about any new admissions and cancellations that may occur to the membership, and the members of the General Assembly once a year.

Article X.- Rights of members

Members of the **LDAC** are guaranteed the right to attend the General Assembly with voice and vote, to participate as voters and to stand for office with equal opportunities in the election of governing bodies through free and secret ballot, as well as to receive information on the activities, management and economic situation of the **LDAC**, to submit their views on issues relevant to the Executive Committee, and to challenge any agreements they deem contrary to law or to the articles of association.

Article XI.- Duties of members

Members have the following duties: to assume the objectives of **LDAC** and collaborate in achieving them, to abide by the articles of association and any validly adopted agreements, and to pay timely and duly any fees or periodical contributions that may be approved by the governing bodies.

Article XII.- Loss of membership

Membership may be lost voluntarily by a decision of the organisation concerned and will take effect from the time such decision has been communicated to the governing bodies of the **LDAC**.

On the other hand, if the Executive Committee finds that a member does not support the objectives of **LDAC** or fails to comply with his/her duties, or notes that such member is not adequately cooperating with the **LDAC**, The Executive Committee may propose to the General Assembly to start the procedure to cancel such membership. Such procedure will involve hearing the organisation concerned and obtaining the conformity of the Member States concerned.

In both cases of loss of membership, whether due to withdrawal or exclusion, the organisation concerned may be required to pay any fees and other contributions accrued and unpaid until the date of cancellation; and the outgoing member may not claim any right over any assets that may have been acquired by the **LDAC** during their membership nor any refund of fees duly paid for the proportional remaining period of the financial year.

The **LDAC** will report to the Member States and to the European Commission any case of loss of membership by an organisation.

SECTION III.- General Assembly

Article XIII.- Ordinary meetings

The General Assembly is composed of all the members and will meet at least once a year in an ordinary session to examine, at least, the Annual Report, including the Annual Accounts for the previous year, the Annual Budget and the Annual Strategic Plan (or work programme) of the coming year, both prepared by the Executive Committee with the assistance of the Secretariat.

The countries and venues for meetings will be selected by consensus among the members and will consider invitations from public or private organisations received during the financial year.

Article XIV.- Officers of the General Assembly

The General Assembly of the **LDAC** will choose by consensus, from among its members, its chairperson, who will be impartial and not entitled to vote; and one or more vice-chairpersons. The office of the chairperson -like that of the vice-chairpersons- will have a term of 3 years, and they may be reappointed at the end of the term, and the duties of the post will be to convene, direct and organise the work of the General Assembly.

The chairperson of the General Assembly will, in turn, preside over the **LDAC** and over the Executive Committee. The chairperson will represent the LDAC at any kind of acts and before any authority or public entity.

Article XV.- Functions of the General Assembly

The specific function of the General Assembly is to control the operation of the Association and guide the Executive Committee on general policy issues.

The following are specific powers of the General Assembly, among others:

- a)** To adopt the annual report and the annual strategic plan.
- b)** To ratify the annual accounts and balance sheets for the current year and forecast the budget for the following year, formulated and adopted by the Executive Committee.
- c)** To establish the amount of the fees to be paid by the members at the proposal by the Executive Committee.
- d)** To approve the remuneration of the Secretariat.
- e)** To elect the chairperson of the LDAC and the members of the Executive Committee.
- f)** To approve the disposal or sale of assets of the Association.
- g)** To adopt any changes of registered address and amendments to the articles of association.
- h)** To adopt the dissolution of the **LDAC**.
- i)** To decide on any issues that the Executive Committee may raise.
- j)** To start, at the proposal by the Executive Committee, the procedure for loss of membership under article XII.

At the end of each meeting, the relevant Minutes will be drafted and forwarded to all the members to be formally adopted at the next meeting.

Article XVI.- Calls for meetings

It is the duty of the Chairperson of the **LDAC** to convene the General Assembly, and he/she must do so by written notice addressed to each one of the members at least 20 days in advance, stating in the call the venue, date and time of the Assembly and its agenda.

The General Assembly may also meet in an extraordinary session on the initiative of the Executive Committee or of any organisations representing one-third of the total membership. In the latter case, the party requesting the meeting must address the Chairperson and the Secretariat of the LDAC in writing, expressing in detail the issues they wish to discuss.

Article XVII.- Decision-making system

The General Assembly will adopt its regular decisions by consensus. If consensus is not achieved, decisions will be made by a simple majority of the members present or represented; and any dissenting opinions expressed by members will be duly recorded.

Each member has the right to freely delegate their representation to attend the General Assembly to another member of their own organisation or of another, but if several people attend, only the PR designated as such in writing may exercise the member's right to vote.

The adoption of certain specific issues such as changing the articles of association, disposing of or selling assets, and the remuneration of the members of the governing bodies will require a qualified majority involving the support of at least 2/3 of the members present or represented.

In any case, for any amendment to the articles of association to be valid, it must have been previously accepted by the Member States and by the European Commission.

Regarding the quorum for decision-making, in order for a decision of the General Assembly to be valid at least 50% of the members of LDAC must be present or represented.

SECTION IV.- Executive Committee

Article XVIII.- Remit of the Executive Committee

The Executive Committee is the collegiate body that governs, manages and administers the activities of the **LDAC**. It will have all the powers necessary to exercise its functions except such that are exclusive to the General Assembly. It may entrust the execution of certain tasks occasionally or permanently to the secretary general or to the Working Groups.

The exclusive and non-delegable powers of the Executive Committee are:

- a) To adopt formal recommendations.
- b) To formulate, submit and approve the annual accounts and balance sheets and budget forecasts for submission to the General Assembly.
- c) To propose cost apportionments and fees.
- d) The preparation of the annual activity report and the annual strategic plan for submission to the General Assembly.
- e) To propose the exclusion of members.
- f) To propose changes to headquarters and secretariat.
- g) To propose to dissolve the **LDAC**.

Article XIX.- Executive Committee members

In addition to the chairperson, and taking into consideration Article 4.3 of the Commission Delegated Regulation (EU) 2015/242, of 9 October 2014, the Executive Committee will have a maximum of 25 members to be appointed by the General Assembly, proposed by their relevant stakeholder organisations. The 25 members are entitled to vote. The Committee's mandate will last three years and members may be re-elected. After consultation with the Commission, the General Assembly may request to enlarge the committee of up to a maximum of 30 members in order to ensure the appropriate representation of small-scale fleets.

The Executive Committee will elect from among its members one or more vice-chairpersons of the Executive Committee and may appoint other officers among its members such as rapporteur, etc., if it deems it appropriate. It may also appoint on a temporary or permanent basis any one of its members to act as coordinator with other Advisory Councils or national or international governmental organisations with which it may need to address matters of common interest.

The members of the Executive Committee may be challenged or removed from office by a resolution of the General Assembly according to the procedure described in Article XII. They will also automatically lose their membership if they lose the representation of the association that proposed them, which will be responsible for provisionally appointing a substitute, who in turn needs to be confirmed during the first General Assembly to be held.

Article XX.- Composition of the Executive Committee

The **LDAC** will have 60% of the seats of the Executive Committee assigned to representatives of the fisheries sector and 40% to representatives of other stakeholders affected by the Common Fisheries Policy, in accordance with the definitions in Article VIII.

The Executive Committee members will represent the organisation that proposed them, which may change them when it deems appropriate. Membership belongs to each organisation and is not transferable.

In any case, there will be at least one representative of the catching sub-sector from each Member State concerned, although the final distribution of representation will seek a balance and try to reflect the real importance of the fishing fleets concerned.

Article XXI.- Meetings

The Executive Committee will meet at least twice a year. It will hold special meetings whenever so requested by at least one-third of the members by means of a written communication to the Chairperson through the Secretariat with a detailed indication of the specific subject or subjects that are to be addressed. The Chairperson will be in charge of convening ordinary and extraordinary meetings, at least twenty calendar days in advance, including the agenda. Documents for a meeting must be sent at least ten calendar days in advance.

Article XXII.- Chairperson

The Chairperson will act in a neutral and impartial manner and care equally for all members of the LDAC regardless of their professional or personal affiliations. The Chairperson will have no vote at the Executive Committee.

In addition to representing the LDAC in any kind of acts and contracts, the Chairperson will convene the meetings of the General Assembly, presiding over and ordering its discussions, certifying its decisions and authorising the minutes of its meetings.

The powers of the Chairperson the **LDAC**, as Chair of the Executive Committee, are also to convene Executive Committee meetings, presiding over and ordering its discussions, proposing the creation of Working Groups, certifying their decisions and authorising the minutes of its meetings.

The Chairperson may delegate some of his/her powers to a Vice-Chairperson/s of the LDAC, granting general powers as well as other special powers to whomsoever is so authorised by the Executive Committee itself.

Article XXIII. – Vice-Chairperson/s

The Executive Committee may appoint from among its members one or more vice-chairpersons reflecting the 60/40 composition stated in Article VIII. Their

duty will be to substitute for the chairperson in the exercise of his/her powers and functions in case of motivated absence, illness or temporary disability of the chairperson, and to represent the LDAC in forums and external meetings. Also, in the case of personal resignation or removal of the Chairperson, they will act as interim chairpersons until the end of the term of office, unless the General Assembly were to decide otherwise, at regular or special meetings, and/or the call for early elections by a majority decision of the members of the General Assembly.

Article XXIV.- Decision-making procedure

In ordinary matters and issues relating to the management of the LDAC, the Executive Committee will adopt its decisions by simple majority of members present or represented by an express delegation.

The recommendations of the Executive Committee will be adopted by consensus. If no consensus is achieved, any dissenting opinions expressed by members will be recorded in the recommendations adopted by the majority of the members present or represented by an express delegation and with the right to vote, as established by the CFP Regulation (EU) No 1380/2013, Annex III, 2 (c).

The minimum quorum for the validity of decisions will be 50% of the total of members of the General Assembly.

In the period between meetings, the Chairperson may summon the officers of the Executive Committee to incorporate a panel or drafting group, which in liaison and cooperating with the Secretariat, will prepare recommendations, organise meetings, develop the agenda and calls, organise consultations and decide on current matters within the competence of the Executive Committee. In order to be valid, any decision made by the panel must be ratified by the Executive Committee. The panel or drafting group will include the chairpersons of the Working Groups whenever necessary to ensure the adequate coordination of issues of common interest or of a cross-cutting nature.

Article XXV.- Abbreviated consultation procedure

For certain specific issues or to decide on urgent recommendations, the chairperson may, through the Secretariat, make a quick consultation with all the Executive Committee members by e-mail or similar, whose result will have the same validity as a normal decision. In quick consultations, a period to reply will be established which will be not less than eight calendar days, except for such justified cases in which a request is received from an external organisation (the European Commission and/or Member States) to shorten such period, with prior authorisation by the chairperson of the LDAC.

The adoption of such advice will be governed by the same rules as the ordinary decision-making procedure provided for in Article XXIV.

If the members of the Executive Committee reach an agreement and consent in writing, the procedure can be considered to be completed within those eight calendar days, and consequently, the recommendation may be sent to the European Commission.

TITLE III

WORKING GROUPS

Article XXVI.- Working Groups and Focus Groups

The **LDAC** will create working groups to advise the Executive Committee and assist in the preparation of its recommendations. Such groups may be permanent or temporary, depending on the nature of the subject/s addressed.

Members of these Working Groups will be formally appointed by the Executive Committee based on candidacies submitted by the stakeholder organisations. The aim will be to achieve a balanced representation of the fleets involved in the goals of the group, of the states involved and of the stakes held by the members of the General Assembly of the LDAC on the specific problem that corresponds to the group.

Their members must necessarily be members of the General Assembly.

Each Working Group will appoint a chairperson and vice-chairperson from among its members. The chairpersons of the Working Groups who are not members of the Executive Committee may attend the meetings of the latter and will be entitled to reimbursement.

The chairpersons, or in their absence, the vice-chairpersons of the working groups will provide ample reporting orally or in writing to the Executive Committee about their activities under the competence of the working group and may only act on behalf of the LDAC in such meetings for which they have been specifically authorized with a specific mandate by the Executive Committee.

The creation of Focus Groups for specific matters will be decided by agreement of the Executive Committee on a proposal from the relevant Working Groups represented by their chairpersons. The agreement to establish a Focus Group will depend on budget availability and expressly record the remit thereof or the specific task that it is commissioned, the duration of the mission and, where appropriate, the functions delegated to it.

TITLE IV

PARTICIPATION OF NON-MEMBERS

Article XXVII.- Observers

The representatives of the European Commission and members of the European Parliament and the regional and national authorities of the member States concerned may participate as active observers with voice but no vote, without requiring any special invitation, in the work of the General Assembly, its Executive Committee and Working Groups.

Likewise, the members of the General Assembly may participate as active observers, upon invitation by the Executive Committee, in the deliberations of the latter, although they may only take the floor on specific topics and when invited to do so by the Chairperson.

Finally, at the invitation of the Executive Committee, other representatives of the fisheries sector and other stakeholders from non-EU third countries or regional fisheries organisations may also participate as active observers in the work of the **LDAC**.

The observers referred to in the preceding paragraph do not have voting rights, and their right to voice will be regulated by the chairperson, who, where appropriate, may take disciplinary measures against them, or against any other external LDAC meeting attendee, if they display abnormal behaviour or prevent the normal development of the meeting.

Article XXVIII.- Experts

The chairperson of the LDAC will invite scientists from institutes of the Member States concerned or international bodies, as well as any independent qualified scientists, and other persons qualified in fields associated with the affairs of the LDAC as experts to participate in the meetings of the Working Groups, the Executive Committee and the General Assembly, as technical, economic, legal or political experts, etc., and to perform any functions which, where appropriate, they may be entrusted.

The Executive Committee may, where appropriate, fix the remuneration or compensation to such experts for the tasks they may perform ordered by the LDAC.

TITLE V

ADMINISTRATION AND MANAGEMENT

Article XXIX.- Financial regime

The **LDAC** will have full autonomy to manage its resources. Its liability is limited to its own equity. All the resources of the LDAC, whether budgetary or proprietary, will be strictly applied to its own goals.

The date of closure of the accounting year will be May 31 of each year.

Article XXX.- Financial resources

The financial resources of the LDAC are:

- a) The ordinary and extraordinary contributions paid by its members.
- b) The annual contribution by the European Commission
- c) Any contributions, gifts, bequests and grants it may receive from territorial, municipal, local, regional, national or international authorities; private or public companies; or individuals.
- d) Other financial revenues.

Annex III section 2 l) of Regulation (EU) No 1380/2013 states that Advisory Councils may apply for financial assistance from the Union in their capacity as bodies pursuing an aim of general European interest.

Section 2 m) adds that the Commission will sign a grant agreement with each Advisory Council to contribute to its operational costs, including translation and interpreting costs.

It is also expected to receive all kinds of assistance, including logistical support from the Member States concerned.

Article XXXI.- Financial management

The Secretariat of the **LDAC** will keep its books and accounting records periodically and updated in such a manner that may provide a fair account of the equity and financial situation of the Association and of its activities.

The accounts will be kept based on budgeting and accountability. Each year, annual accounts must be prepared to be approved by the Executive Committee and forwarded to the General Assembly, together with the annual report, for ratification.

The chairperson of the LDAC, at a proposal by the secretary-general, will appoint an official auditor to review the financial statements before submitting them to the General Assembly.

Article XXXII.- Secretariat

The Executive Committee may establish, select and, where appropriate, renew the Secretariat, which will serve the **LDAC** for a period of at least five years, and it may be re-elected.

The Executive Committee will appoint a person to act as General or Executive Secretary of the LDAC. The secretary-general is directly responsible for the administration and management of the LDAC exercising the powers that the Executive Committee may decide to delegate to him/her. The secretary will act impartially and participate in meetings with the right to speak but not to vote.

Without limitation and without prejudice to other functions he/she may perform on request of the Executive Committee, the secretary general, subject to the supervision of the former, will perform the following functions:

- a) To organise the distribution of information produced by the various organs of LDAC to the members of the General Assembly, the Executive Committee, the Member States concerned, the European Commission and the European Parliament as well as to any stakeholder on request.
- b) To keep the register of members of the General Assembly and the Executive Committee and the direct relations with them.
- c) To organise the meetings on behalf of the chairperson, making the calls and monitoring attendance.
- d) To attend the meetings of the General Assembly, the Executive Committee and Working Groups and to draft minutes thereof.
- e) To raise funds to finance the LDAC, and manage the processing and collection thereof.
- f) To commission and monitor the realisation of such studies that it may be decided to conduct.
- g) To hire and pay the staff that may be needed to organise the work and, where appropriate, the bodies of the LDAC itself.
- h) To manage and collect the fees from its members.
- i) To purchase or lease the premises, equipment, devices and supplies necessary for the operation of the LDAC.
- j) To keep the accounting and all documentation of the LDAC, to create and update their web page and social media, and to manage the correspondence and relations with members and with the general public.
- k) To address that which is relative to expert assistance, payment of fees, allowances, etc.

The Secretary General will act at all times under the supervision of the Executive Committee, of the chairperson and of the vice-chairpersons thereof. On certain specific issues such as those listed under (g) and (i) The secretary-general will only act under a specific ad hoc mandate.

Article XXXIII.- Dissolution and liquidation

The **LDAC** may be dissolved voluntarily by agreement of a two-thirds majority of the General Assembly, on a proposal by the Executive Committee, or by force of law or by a final court decision.

To this purpose, once the dissolution has been agreed or decreed, the Executive Committee will meet as a Liquidation Committee and proceed to fulfil all outstanding obligations, and to carry out any necessary operations for the liquidation, allocating the remaining assets, if any, to purposes consistent with the objectives of the Association.

Article XXXIV: Approval and amendments to the Articles of Association

These Articles of Association must be agreed by the General Assembly and the Member States concerned. Any amendment must be submitted to the members in order that they may make their comments during the annual General Assembly and must be accepted by a majority of two-thirds of the members of the Executive Committee and receive the consent of the European Commission and the Member States concerned. Any change to the objectives of the **LDAC** must also have the consent of the European Commission.
