

**CONSTITUTION OF INTERMEPA
AN INTERNATIONAL
NON-GOVERNMENTAL and NON-PROFIT ASSOCIATION**

On this 6th day of June of 2006 in Athens, Greece, by and between

AUSMEPA, The Australian Marine Environment Protection Association, organised and existing under the Laws of Queensland, registered in Brisbane, Queensland, Australia, as it is duly represented by Mr. MICHAEL KOUGELLIS....., pursuant a resolution of its BoD.;

CYMEPA, The Cyprus Marine Environment Protection Association, organised and existing under the Laws of the Republic of Cyprus, registered in Limassol, Cyprus, as it is duly represented by Mr. GEORGE TSAVLIRIS..... pursuant a resolution of its BoD.;

HELMEPA, The Hellenic Marine Environment Protection Association, organised and existing under the Laws of the Hellenic Republic, registered in Athens, Greece, as it is duly represented by Mr Nick Pappadakis pursuant a resolution of its BoD.;

TURMEPA, The Turkish Marine Environment Protection Association, organised and existing under the Laws of the Republic of Turkey, registered in Istanbul, Turkey, as it is duly represented by Mr. ESREF CERRAHOĞLU..... pursuant a resolution of its BoD.;

Urged and Motivated by HELMEPA

to join their expertise and energies to raise the environmental consciousness within all sectors of society so as to lead in an international effort to combine environmental regulation and voluntary willpower to eliminate marine pollution, and

Recognizing that:

- in spite of legislative developments and implementation efforts within the international community, the oceans, the cradle of life, are still being polluted by various actions of man on land and at sea;
- protecting the marine environment and exploiting ocean resources are compatible providing man exercises care, restraint and understanding;
- all industrial sectors are parts of the peaceful international commerce which is the life blood of the world;
- even the most widely accepted legislation to protect the marine environment from pollution cannot be fully effective until every one in society becomes committed to self restraint;
- a personal commitment can be achieved only through a high level of environmental consciousness;
- environmental consciousness can only be achieved through a concerted voluntary effort to educate and inform the public as well as everyone in the industry, from owners, shareholders, top management, clerks to the youngest employees;

They Declare that:

acting as Founding Members, they agree to establish a voluntary, non-governmental and non-profit making international Association. The mandate is to raise the environmental consciousness of the international community so as to lead in a worldwide effort to complement legislation with the willpower to eliminate marine pollution. The Articles of the Constitution of the Association are as follows.

Article 1

Name of the Association

The name of the new entity is "International Marine Environment Protection Association", to be known as "INTERMEPA".

Article 2

Registered Office

INTERMEPA will have its registered office at the Headquarters of HELMEPA in Athens, Greece.

Article 3



N.A.P



Duration

3.1 INTERMEPA's duration shall be for an indefinite period of time unless the majority of the Steering Committee of INTERMEPA decides otherwise.

3.2 INTERMEPA will come into existence at the time when this Constitution is duly registered in accordance with the Law of the Hellenic Republic.

Article 4

Objectives

4.1 INTERMEPA, as a voluntary, non-profit making and non-governmental association of national MEPAs (Marine Environment Protection Associations) which are established with the adoption of similar to the 1982 Inaugural HELMEPA Declaration of Voluntary Commitment "To Save the Seas", aims in general at the environmental motivation of the human element;

4.2 INTERMEPA functioning independent of the politics of any nation or nations will foster the voluntary cooperation of its members towards achieving specific goals that will include:

(a) Encouragement of the effective compliance by all member MEPAs' membership with the national and international laws and regulations promulgated to protect the marine environment from pollution;

(b) Adoption of a uniform awareness campaign of the public with emphasis on the voluntary marine environmental education in youth with the close cooperation of participating schools, teachers and schoolchildren in the countries of member MEPAs.

(c) Creation and promotion of safety and security cultures within industrial sectors involved in member MEPAs, as safety and security are of imperative importance for the personal and the collective well being, especially in the nowadays world.

(d) Enhancement of quality standards and professional competence throughout the industry and especially in the maritime industry, through a concerted voluntary effort to educate and inform all, from the owner to the youngest employee;

(e) Cooperation with International Organizations, i.e. International Maritime

Organization, United Nations Environment Program, European Commission, and other, as well as national agencies, i.e. port authorities, tourist boards, Coast Guards, and any other whose aims coincide with those of INTERMEPA;

(f) Promotion of relationships and/or partnerships with educational institutions (schools, Colleges, Universities, Maritime Academies and other) to further spread the voluntary commitment of the MEPAs within the youth and future scientists, engineers, managers, politicians et al;

(g) Recognition of individuals, associations, organizations, companies and other entities that have demonstrated outstanding achievements in the fields of marine pollution prevention.

(h) Promotion of the MEPA idea in new countries.

Article 5

Membership

5.1 Membership to INTERMEPA shall be open to any national MEPA provided that

the applicant accepts in general the 1982 HELMEPA Declaration of Voluntary Commitment "To Save the Seas", on which all other MEPAs' Declarations are based, as well as the Articles of the present INTERMEPA's Constitution;

5.2 Acceptance of any application for membership shall be subject to the decision

of the Steering Committee of INTERMEPA;

5.3 Each member MEPA will exercise its rights through its participation in the Steering Committee of INTERMEPA.

Article 6

Steering Committee

6.1 The Steering Committee has the task to direct the Secretariat, set common goals, coordinate the constructive and smooth cooperation between the member MEPAs and promote joint initiatives and/or campaigns.

6.2 The Steering Committee will meet once every year at the registered offices of the member MEPAs on a rotating basis, following relevant decision of the Steering Committee. whilst the Secretary will construct the agenda in his/her capacity as the Rapporteur to the Committee.



N.A.P.



6.3 Each member MEPA will be represented at the Steering Committee of INTERMEPA by its Chairman and the Executive Director or Secretary General or Director General or in their absence, by any member of a MEPA's Board of Directors duly authorized to represent that MEPA. In such a case, the MEPA concerned will provide the Secretariat of INTERMEPA with the proper proxy a week prior to the scheduled meeting of the Steering Committee;

6.4 Each member MEPA represented in the Steering Committee will have one vote except when deciding on a maritime issue as per the following paragraph.

6.5 When a decision on a maritime issue is required, the number of votes of each MEPA member of the Steering Committee will be equal to the number of shipowning and managing companies of ocean going vessels registered as members in each MEPA. The Secretariat will ask all INTERMEPA members to provide lists of this type of membership annually in order to circulate them among the members and elsewhere if necessary.

6.6 The Steering Committee will be structured as follows:

(a) The Chairman

For the first four years of the operation of INTERMEPA the Committee will be chaired by the Chairman of the Board of HELMEPA whilst on completion of the four year term the Chairman of the Board of TURMEPA will be the Chairman for two years and thereon, the Committee will be electing by majority vote, among its members, its Chairman for a term of two years.

(b) The Vice-Chairman

For the first four years of the operation of INTERMEPA the Vice – Chairman will be the Chairman of the Board of TURMEPA. Thereafter he/she will be elected by the Steering Committee from among its members for a term of two years.

(c) Secretary

He/she will be the Director General of INTERMEPA's Secretariat who will also act as the Rapporteur to the Committee.

(d) Advisory Group

The Steering Committee will be assisted in the promotion of INTERMEPA's initiatives by an Advisory Group consisted of personalities of international background not actively connected to the management of any business and willing to voluntarily offer their experience and expertise through their close

cooperation with INTERMEPA's Secretariat. The members of this Group will be invited to attend the meetings of the Committee, without the right to vote.

6.7 The Steering Committee of INTERMEPA shall have the exclusive power and authority, by majority vote of not less than 75% of the total votes provided the stipulations of the above paragraphs 6.4 and 6.5 on the following matters:

- (a) administrative and managerial;
- (b) determination of future annual subscription;
- (c) expenditure of liquid assets, if any;
- (d) approval of annual accounts and reports; and
- (e) termination of membership of any member MEPA.

6.8 Any alteration of the Articles of this Constitution is subject to the consent of all members.

Article 7

The Secretariat

7.1 The necessary work for the implementation of INTERMEPA's mandate will be carried out by HELMEPA Secretariat which, for this purpose, will act as INTERMEPA's Secretariat in close cooperation with the Chairman and/or Vice Chairman of the Steering Committee.

7.2 The Secretariat will keep the minutes of the meetings of the Steering Committee whose members will properly endorse them. Furthermore, the Secretariat will timely implement decisions of the Steering Committee ensuring that all members of the Committee are appropriately informed.

7.3 Press Releases on INTERMEPA related issues, will be publicly disseminated by the Secretariat following the agreement of the Steering Committee. Taking into account the nature and sensitivity of maritime incidents, INTERMEPA may not issue relevant Press Releases and every MEPA will be free to express own views.

Article 8

Representation of INTERMEPA

The Steering Committee may nominate and appoint any of its members and/or the Secretariat to represent INTERMEPA and/or to act on its behalf before any international and national entity or forum and to participate in conferences.

Article 9



N.A.C.



Funds - Costs

9.1 Future member MEPAs of INTERMEPA may be required to contribute annual subscription to INTERMEPA as the Steering Committee may decide upon by majority vote if it deems it necessary.

9.2 Should there be any funds generated in favour of INTERMEPA, i.e. donations and contributions, the Secretariat will open an INTERMEPA bank account, will deposit the sum/s, send copies of the relevant bank statement to all MEPAs and await till the Steering Committee decides on the expenditure of the amount/s.

9.3 All secretarial costs for the operation of INTERMEPA will be met by HELMEPA, whereas any expenses (traveling, hotel accommodation, etc.) related to INTERMEPA's representation as per Article 8 will be met by the MEPA representing the Association.

Article 10

Accounts - Annual Reports

10.1 The Steering Committee shall comply with obligations under the Law of the Hellenic Republic with regard to:

- (a) keeping of accounting records of INTERMEPA;
- (b) preparation of annual statements of account and annual report of INTERMEPA;
- (c) auditing or independent examination of statements of account of INTERMEPA; and
- (d) transmission of statements of account and annual report of INTERMEPA to its members.

10.2 The Steering Committee will authorize the Secretariat to implement the above requirements.

Article 11

Dissolution

11.1 Should the Steering Committee decide to dissolve INTERMEPA, a majority vote of 75% of the total number of all member MEPAs is required and the Steering Committee will act as liquidator.

11.2 In the case that any member MEPA quits its membership with INTERMEPA, the Association will continue its function with its remaining members.

11.3 Any assets remaining after the satisfaction of any debts and liabilities shall be disposed pursuant relevant resolution of the Steering Committee provided the stipulation of the applicable Law.

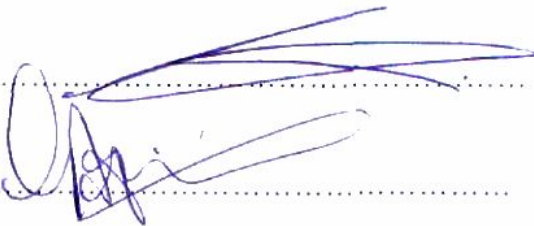
Article 12
Applicable Law

INTERMEPA, its organization, registration, existence, management, operation, dissolution and any other relevant issue, including the interpretation and implementation of this Constitution, is governed by and shall be construed in accordance with the Greek Law and more specifically pursuant to the provisions of the Articles 741 and con. of the Greek Civil Code.

In witness thereof the present document has been draught in Greek Language, translated by Mr Panagiotis Vrettakos the legal advisor of Helmepa, in the English language which is well known to all the parties, and after its content affirmed it had duly executed by the parties in ten (10) equivalent originals together with its translation in English which attached hereto.

Signed by the Founding Members:

For and on behalf of Ausmepa



For and on behalf of Cymepa

N.A. Fassides

For and on behalf of Helmepa



For and on behalf of Turmepa