



EUROPEAN UNION OF DEVELOPERS AND HOUSE BUILDERS (U.E.P.C.)

International non-profit-making Association (INPA)

(Extraordinary General Assembly of 27 June 2007)
(Publication in Belgian Law Gazette on 12 September 2007)

Standing Orders Amended following Brussels General Assembly on 14 May 2013

STATUTES

STANDING ORDERS

Article 1. - Name - Head Office

The association is an international non-profit-making association known as "Union européenne des Promoteurs-Constructeurs" (hereinafter called "U.E.P.C." or "The Association"). U.E.P.C.'s head office is established at Rue de la Violette 43, 1000 Brussels, Belgium. It may be transferred to any other place in Belgium by resolution of the Board Directors. Such transfer will be registered with the Clerk of the Commercial Court of the district where the Association has its head office and will be published in the Annexes to the Moniteur Belge.

The Association is governed by Title III of the act of 21 June 1921 concerning non-profit-making associations, international non-profit-making associations and foundations (herein after called the "Act").

§2 All documents, invoices, advertisements, publications and other papers issued by the Association will mention its name preceded or followed by the words "association internationale sans but lucratif" [international non-profit-making association] or the initials "AISBL/INPA", together with the address of its head office.

Article 1. Statutes

In accordance with Article 10 of the Statutes, these Standing Orders are part of the Statutes and from now on are applied in the same way.

The Standing Orders complete or interpret the statutory provisions.

Article 2. - Name

U.E.P.C. bears, in the official languages, the following name:

- "Union Européenne des Promoteurs-Constructeurs"
- "European Union of Developers and House Builders"
- "Europäische Union der Freien Wohnungsunternehmen"

The logo is always "U.E.P.C.".

Article 2. - Aim

The aim of U.E.P.C. is to:

1. unite and exchange the experience and knowledge of its members in the scientific, social, technical, financial and legal field;
2. study the European market as well as the factors influencing it and, with this aim in view, collaborate with and refer to specific organisations;
3. encourage the continuous improvement of techniques and processes in the construction industry;
4. collaborate with and refer to other organisations with similar aims;
5. carry out all acts directly or indirectly, wholly or in part, connected with its aim or which could lead to its development or facilitate its realisation;
6. organise seminars and congresses or support such events capable of carrying out the said aim;
7. promote the co-operation between the individual Members of the Member States.

Article 3. - Members

U.E.P.C. is made up of:

- full members
- correspondents

Full members are those Associations or Federations representing the profession of developers and house builders defending the principle of free enterprise and being a legal personality.

Article 3. - Aim

As part of the proposed aim, U.E.P.C. is to:

1. support and defend the specific interests of its members vis-à-vis all bodies, interest groups, organisations or persons, irrespective of the level;
2. unite all its full members and represent them on an equal basis with a view to defending and promoting the interests of the profession at a European level;
3. study and deal with all European problems relative to the construction industry.

Article 4. - Members

According to Article 3 of the Statutes, an association or federation wishing to become full member of U.E.P.C. must make its request to the President, who submits it, after consideration by the Board of Directors, to the General Assembly for approval.

If a request for membership comes from an association or federation from a country being already represented within U.E.P.C., the opinion of the full member from the country in question will be sought before any decision is taken. This

Correspondents are those Associations, Federations, Enterprises or Persons or representing persons carrying out activities connected with those of developers and house builders.

Only full members have voting rights.

Article 4. - Bodies

The bodies of U.E.P.C. are :

- the General Assembly
- the Board of Directors
- the President
- the Managing Director

opinion is submitted to the General Assembly.

A Developer and/or House Builder is "any physical or legal person whose profession or activity consists, regularly, and within the purview of a permanent organisation, in initiating real estate projects and assuming responsibility for the co-ordination of the operations, the execution and the sale of the completed building to the final user".

An association, federation, enterprise or person wishing to become a correspondent, within the meaning of Article 3 of the Statutes, makes an application to the President who submits it to the Board of Directors for approval and informs the General Assembly.

In order to interpret the following articles,

it is to be noted that there are three categories of membership for new members, plus a category of exceptions, as follows:

Category 1 will apply to new members from countries with more than 50 million inhabitants, based on the latest available Eurostat figures.

Category 2 will apply to new members from countries with 25-50 million inhabitants, based on the latest available Eurostat figures.

Category 3 will apply to new members from countries with 4-25 million inhabitants, based on the latest available Eurostat figures.

New members from countries with less than 4 million inhabitants, based on the latest available Eurostat figures, shall be considered as exceptions.

This list can be adapted or completed at any time by the General Assembly, upon a proposal of the Board of Directors.

The Board of Directors may admit observers for a limited time at a reduced membership fee, which shall be fixed by the Board of Directors. They have no voting rights.

Article 5. - General Assembly

The General Assembly is made up of delegates from each full member.

Each full member freely fixes the number of delegates, irrespective of the voting rights fixed by the Standing Orders. The Standing Orders fix the election procedures and the duration of mandates.

Each full member can be represented at the General Assembly by another full member by means of a special proxy.

The correspondents are invited to the meetings of the ordinary General Assemblies.

The General Assembly meets at least once a year, if necessary more often, upon the invitation of the President, in order to:

- a) approve the general strategy of U.E.P.C., as proposed by the Board of Directors;
- b) elect the Board of Directors among whom it appoints the President, the Vice-Presidents, the Treasurer and the Managing Director;
- c) approve the accounts submitted by the Board of Directors and give acquittal to the Treasurer and to the Board of Directors;
- d) fix the budget and the amount of the annual subscriptions;
- e) approve the Statutes and the Standing Orders as well as the modifications hereto;
- f) decide about the admission of new members.

UEPC may, upon proposal of the Board of Directors, conclude co-operation charters with federations coming from non-European Union countries. These federations will have no voting rights at the various meetings.

Article 5. - General Assembly

The Managing Director is informed of the names of delegates, representing each full member at the meeting of the General Assembly, not less than two weeks before the date of the meeting. These delegates are members of the national federation or association of the member states concerned.

Full members who are not members of the European Union are not allowed to participate in votes concerning specific EC problems.

In accordance with Article 5 of the Statutes, the voting rights per country are fixed as follows:

Existing members

Existing members shall retain the voting rights which they held previously, as follows:

UK, France: 5 votes each

Belgium, the Netherlands, Romania, Poland, Spain, Turkey: 3 votes each

In case two associations should represent the UK or France, the first member could dispose of 3 votes and the new one of 2 votes (total: 5 votes).

In case three associations should represent the UK or France, the first member could dispose of 3 votes and each of the new ones of 1 vote (total: 5 votes).

In case two associations should represent Belgium, the Netherlands, Romania, Poland, Spain or Turkey, the first member could dispose of 2 votes and the new one of 1 vote (total: 3 votes).

The invitation and the agenda are to be addressed to the full members not less than one month before the date of the meeting. The full members will in their turn inform the delegates.

Upon the request of at least a quarter of the total votes addressed to the President, the latter must convene an extraordinary General Assembly with on the agenda the subject of request. The invitation and the agenda are to be addressed to the full members not less than two weeks before the date of the meeting.

The resolutions of the General Assembly are registered and signed by the President and the Managing Director who keeps them at the disposal of the U.E.P.C. members.

New members

New members shall be granted the following voting rights:

Category 1 countries: 5 votes each

Category 2 countries: 3 votes each

Category 3 countries: 2 votes each

Exceptions: 1 vote each

In case three associations should represent Category 1 countries, the first member could dispose of 3 votes and each of the new ones of 1 vote (total: 5 votes).

In case two associations should represent Category 1 countries, the first member could dispose of 3 votes and the second could dispose of 2 votes (total: 5 votes).

In case three associations should represent Category 2 countries, each association could dispose of 1 vote (total: 3 votes).

In case two associations should represent Category 2 countries, the first member could dispose 2 votes and the new one of 1 vote (total: 3 votes).

In case three associations should represent Category 3 countries, only the first two members will be entitled to 1 vote each (total: 2 votes).

In case two associations should represent Category 3 countries, each member could dispose of 1 vote (total: 2 votes).

In the case of exceptions, which are represented by more than one association, only the first member could dispose of the 1 vote.

The total number of votes allocated to a country is independent of the number of delegates present at any meeting.

Decisions concerning the acceptance of new members are taken with a two-third

Article 6. - Board of Directors

The Board of Directors is made up of all the full members and of the Managing Director who may not be delegated by a full member.

Each Board member can be represented by another Board member by means of a special proxy.

The President, the Vice-Presidents and the Treasurer will be house builders or developers, recognised by the federation or the association to which they belong.

The Managing Director is secretary of the Board of Directors.

The Board of Directors has full power concerning the management of U.E.P.C., mindful of the competencies and decisions taken by the General Assembly.

The Board of Directors meets as often as required by the interests of U.E.P.C.; they do so upon the invitation of the President, or, in the event that the latter is incapacitated, upon the invitation of the senior Vice-President or of the Managing Director. The agenda is to be addressed to the members not less than two weeks before the date of the meeting.

majority of votes.

The opinion of the full member already represented is preponderant, except if two thirds of the present or represented votes decide otherwise.

Upon decision of the General Assembly, the voting is secret or public. The votes concerning amendments to the Statutes and the admission of new members are secret. The Managing Director acts as scrutineer.

All costs, directly related to the meetings are at the expense of U.E.P.C., with the exception of the costs of the journey and the stay of the members.

The General Assembly is quorate only if half of the votes plus one are present or represented. In the absence of a quorum, the General Assembly is to be reconvened within two weeks. Its session then is quorate irrespective of the number of votes present or represented.

Article 6. - Board of Directors

In accordance with Article 6 of the Statutes, the number of directors per country is fixed as follows:

Existing members

Existing members shall retain the number of directors which they held previously, as follows:

UK, France: 5

Belgium, the Netherlands, Romania, Poland, Spain, Turkey: 3

New members

New members shall be granted the following directors:

Category 1 countries: 5

Category 2 countries: 3

The Board of Directors shall submit to the General Assembly a report on the activities of the Committees or Working Groups, if installed.

The resolutions of the Board of Directors are registered and signed by the President and the Managing Director who keeps them at the disposal of the U.E.P.C. members.

The content of the resolutions shall be made known to the members by means of an information bulletin.

Category 3 countries: 2

Exceptions: 1

The number of votes is equal to the General Assembly.

The Board members are appointed by the General Assembly for a four years term, half of whom have to be re-elected every two years.

The outgoing Board members are re-eligible.

The Board members can be dismissed by the General Assembly by means of a two-third majority vote of the delegates present or represented.

Each current member is entitled to appoint a vice-president from among its representatives in the Board of Directors. The nomination shall be ratified by the General Assembly.

The presidency is entrusted to each member state on the basis of circulation system. The right to present a candidate will be reserved to those countries that have paid their membership fee as stipulated.

The duration of the terms of office is fixed as follows:

President: 2 years. There must be a minimum delay of six years before the same country may propose a new candidate for U.E.P.C. presidency. During exceptional circumstances, for example during a period of economic crisis that causes a reduced number of members and as such a reduced income from membership fees, the General Assembly may renew the mandate of the current presidency for a single period of two more years, upon proposal of the Federation that nominated him. The President will preferably be chosen among the Vice-Presidents.

Vice-Presidents : 2 years, renewable.

Treasurer: 3 years, renewable.

These mandates start after the General Assembly meeting that has approved

them and end after the meeting of the General Assembly that replaces them.

The resolutions are taken with a majority of the Board members present or represented; the President has a casting vote in the event of a tie. Full members who are not members of the European Union are not allowed to participate in votes concerning specific EC problems. (cf. Article 5 of the Statutes)

All costs, directly related to the Board meetings are at the expense of U.E.P.C., with the exception of the costs of the journey and the stay of the members.

Article 7. - President

The President chairs the General Assembly and the Board of Directors. He represents U.E.P.C. in all acts carried out by virtue of its statutes.

He can delegate part of his powers to any proxy of his choice, chosen amongst the Vice-Presidents or the Managing Director. In the case of death or resignation, his succession is decided by the Board of Directors upon invitation of a Vice-President . The ratification of the designation of the new President will be submitted to the next General Assembly that will decide on the duration of his mandate.

Article 8. - Committees - Working Groups

Committees or Working Groups can be set up within U.E.P.C. on the initiative of the Board of Directors which submits them to the General Assembly for ratification. Their activities can start from the date of their establishment.

The functioning and the structure of such Committees or Working Groups are fixed by the Standing Orders.

Article 7. - Committees - Working Groups

The members of a Committee or Working Group are designated by the full members: they may be developers, house builders or experts of an association or federation, competent on matters dealt with.

The President of a Committee or Working Group is appointed by the members of the Committee or Working Group. This appointment is submitted to the Board of Directors for ratification. The duration of his term of office is 3 years, renewable. He reports to the Board of Directors, which then reports to the General Assembly.

Any member of U.E.P.C. staff designated by the Managing Director, is entitled to

attend the meetings of the Committees of Working Groups.

The President of a Committee or Working Group convenes its members as often as he deems it necessary.

All costs, directly related to the Committee or Working Group meetings are at the expense of U.E.P.C., with the exception of the costs of the journey and the stay of the members.

U.E.P.C. or the secretariat of a full member provide the secretariat of the Committees or Working Groups, while maintaining a permanent contact with the Managing Director of U.E.P.C.

Article 9. - Resources

The U.E.P.C. resources are made up of:

- the annual membership fees paid by its members
- the subsidies to which U.E.P.C. may be entitled
- all other occasional resources resulting from its aim.

Article 10. - Standing Orders

The Standing Orders are drawn up by the Board of Directors and submitted to the General Assembly for approval.

Article 8. - Resources

The General Assembly fixes the annual membership fees proposed by the Board of Directors. Should a second association, in a given country, become a member, the fee would then be 3/4 of the initial amount for each association, should a third one affiliate, the fee will then be 3/5 of the initial amount.

Should one of the members resign, the member left must pay the initial fee; if three associations per country are affiliated and one member resigns, the fee for the two others will be 3/4 of the initial amount.

The annual membership fees are due from 1 January of each year and are paid by bank transfer to the U.E.P.C. account. The membership fees are paid before 1 March of the current year. After this date, an interest of 1% per month is due.

The Board of Directors submits proposals to the General Assembly which decides on the subscriptions of the next year.

Article 9. - Implementation

These Statutes and Standing Orders shall come into force on the day on which they are adopted by the General Assembly.

The Standing Orders fix the various points not covered by the Statutes and/or specify those foreseen by the Statutes.

The Standing Orders are part of the Statutes and are applied in the same manner as the latter.

Article 11. - Languages

The official languages of U.E.P.C. are French, English and German.

None of these languages shall have precedence over the others. However, where the interpretation of the Statutes and the Standing Orders is concerned, the French language takes precedence.

Article 12. - Honorary Members

As a special token of the outstanding service given to U.E.P.C., the title of Honorary Member may be bestowed by the General Assembly upon recommendation of the Board of Directors.

The Honorary Member will be invited to the meetings of the General Assembly.

The Honorary Presidents are also invited to the meetings of the Board of Directors.

The Honorary Members have no voting rights.

Article 13. - Managing Director

The Managing Director is responsible for the daily management of U.E.P.C. The Managing Director can be a firm, in this case it will act in the person entitled to represent it. The salary of the Managing Director is part of the operational costs. It is fixed by the General Assembly.

The Managing Director is responsible for the implementation of the decisions

made by the Board of Directors and the General Assembly. He engages and dismisses the members of the staff of the U.E.P.C. and fixes their salaries and competences in co-operation with the President..

Article 14. - Financial Year – Annual Accounts

The financial year begins on 1 January and ends on 31 December of each year.

At the end of each financial year the Board of Directors will draw up the annual accounts for the past year and the budget for the year following as required by the Act. The annual accounts and budgets will be submitted to the general meeting for approval each year as provided by article 5 of the Statutes.

Article 15. - Decisions

Unless otherwise provided for in the present Statutes or Standing Orders, decisions shall be taken by a simple majority of those present or represented.

Article 16. - Amendments to Statutes

Any amendments to the present Statutes may only be decided by the General Assembly if it specifically appears on the agenda. At least two thirds of the full members must attend or be represented at this General Assembly.

Decisions concerning amendments to the Statutes shall be taken at the majority of two thirds of those present or represented.

The General Assembly is quorate only if two thirds of the full members are present or represented or if less than two thirds of the present or represented members expressed their vote. In the absence of a quorum, the General Assembly is to be reconvened within two weeks. Its session then is quorate, irrespective of the number of votes present or represented.

Changes to the statutes will be effective only after the conditions for lodging them with the Clerk of the Commercial Court for the district where the Association has its head office and of advertising them in the annexes to the Moniteur Belge, as

required by Article 51 of the Act have been fulfilled.

Any change to the objects or activities undertaken by the Association as laid down in Article 2 is subject to prior royal approval in accordance with Article 50 § 3 of the Act. Any changes to Articles 5, 16 and 17 of the Statutes will be established by authenticated document.

Article 17. - Dissolution

The dissolution of U.E.P.C. can only be declared by an extraordinary General Assembly especially convened for this reason.

At least two thirds of the full members must attend or be represented at this meeting. The decision is only valid when taken at a majority of two thirds of those present or represented.

On dissolution of the Association, an extraordinary general meeting will decide on the disposal of the assets, which must be devoted to a non-profit-making purpose.

Article 18. - Signatures

Any act binding the Union, unless otherwise provided for in the present Statutes or Standing Orders, must be signed by the President, a Vice-President designated by him or the Managing Director..

Article 19. - Legal Actions

Legal actions on behalf of U.E.P.C., whether as plaintiff or as defendant, will be instituted by the President, a Vice-President designated by him or the Managing Director.

Article 20. - End of Membership

The membership of U.E.P.C. ends by:

- a) the dissolution of an association or federation in membership of U.E.P.C.;
- b) resignation by the member: the resignation by the member can only be given at the end of the financial year, taking into account a one year's notice; notice is given by registered letter;
- c) exclusion by the General Assembly: if the member no longer fulfils that conditions to be a member of U.E.P.C., fixed by the Statutes and the Standing Orders; or if the member no longer meets his commitments vis-à-vis U.E.P.C.

The association or federation which has lost its membership does not have the right to the refunding of the sums it paid. U.E.P.C., however, is still entitled to the contributions due.

Article 21. - General Provisions

Everything not provided for in these Statutes and Standing Orders, especially the publications to be made in the "Annexes du Moniteur Belge", will be treated in accordance with Belgian law.

Article 22. - Final Provisions

The General Assembly determines the interpretation of the Statutes or the Standing Orders in case of dispute.

