



**BUILD
EUROPE**
RESTORING THE PAST, BUILDING THE FUTURE

Build Europe - Statutes

International non-profit-making Association (INPA)
Entreprise nr 410.819.942
RPM/RPR Brussels

Statutes Amended following the General Assembly on 19 October 2023

Article 1 – Name – Head Office

The association is an international non-profit-making association known as “Build Europe” (hereinafter called “Build Europe” or “The Association”). Build Europe’s head office is established in the Region of Brussels Capital in Belgium. It may be transferred to any other place in Belgium by resolution of the Board of Directors, provided that such transfer does not require the modification of the language of the statutes under the applicable language regulations. If due to the change of the head office, the language of the statutes must be modified, only the General Assembly is entitled to take this decision subject to compliance with the rules prescribed for the amendment to the statutes.

Such transfer will be registered with the Clerk of the Entreprise 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 “”The Code for Companies and Associations.

All documents, correspondence, invoices, advertisements, publications, website and other papers, whether digital or not, as 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, the enterprise number and the judicial district (RPR/RPM) where the Association has its head office.

Article 2 – Aim – activities

The aim of Build Europe 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.

As part of the proposed aim, Build Europe shall exercise the following activities:

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 3 - Members

Build Europe is made up of:

- Full Members; and
- Correspondents.

Full Members are those Associations or Federations representing the profession of developers and house builders or other real estate private developers, defending the principle of free enterprise and being a legal personality.

Correspondents are:

- Enterprises adherents of Full Members (companies which are Members of Full Members); and
- Associations, Federations, Enterprises or Persons or representing persons carrying out activities connected with those of Full Members.

Only Full Members have voting rights.

An association or federation wishing to become Full Member of Build Europe 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 Build Europe, the opinion of the Full Member from the country in question will be sought before any decision is taken. This opinion is submitted to the General Assembly.

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

The fee of each new Member shall be decided by negotiations and approved by the General Assembly.

Article 4 - Bodies

The bodies of Build Europe are:

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

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. 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:

1. approve the general strategy of Build Europe, as proposed by the Board of Directors;
2. elect the Board of Directors among whom it appoints the President, the Vice-Presidents, the Treasurer and the Managing Director;
3. approve the accounts submitted by the Board of Directors and give acquittal to the Treasurer and to the Board of Directors;
4. fix the budget and the amount of the annual subscriptions;
5. approve the Statutes and the Standing Orders as well as the modifications hereto;
6. decide about the admission of new Members.

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.

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.

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 Build Europe Members.

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

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 majority of votes. The opinion of the Full Member(s) of a country already represented is decisive, 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.

The voting rights per Full Member is proportional to its membership fee, and is set up at one voting right for €5,000 paid annually, rounded, if necessary, to the highest number of voting rights. There shall be a maximum of five votes per Full Member. The General Assembly can decide otherwise for Members from countries with less than one million inhabitants.

Article 6 - Board of Directors

The Board of Directors is made up of delegates from all the Full Members and of the Managing Director who may not be delegated by a Full Member. Each Full Member freely fixes the number of delegates, within the limit of the number of voting rights it has. 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 Build Europe, mindful of the competencies and decisions taken by the General Assembly.

The Board of Directors meets as often as required by the interests of Build Europe; 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. 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 Build Europe Members. The content of the resolutions shall be made known to the Members by means of an information bulletin.

The number of votes is equal to the General Assembly.

The Board Members are appointed by the General Assembly for a four-year 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: 3 years. 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 three more years, upon proposal of the Federation that nominated him. The President will preferably be chosen among the Vice-Presidents.

Vice-Presidents: 3 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).

Article 7 - President

The President chairs the General Assembly and the Board of Directors. He represents Build Europe 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 Build Europe 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 9 - Resources

Build Europe resources are made up of:

- the annual membership fees paid by its Full Members, Correspondents and Observers;
- the subsidies to which Build Europe may be entitled;
- all other occasional resources resulting from its aim.

The General Assembly fixes annually the membership fees due by each Full Member, each Observer and each Correspondent, on the proposal of the Board of Directors.

The annual membership fees are due from 1 January of each year and are paid by bank transfer to the Build Europe 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 membership fees of the next year.

Article 10 - Standing Orders

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

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 Build Europe 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 Build Europe, 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 Build Europe. The Managing Director can be a legal entity, in this case the natural person entitled to represent it will act on its behalf. 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 Build Europe 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 the Code for Companies and Associations. The annual accounts and budgets will be submitted to the general assembly 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 Enterprise Court for the district where the Association has its head office and of advertising them in the annexes to the Moniteur Belge.

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 2:5, § 4 *in fine* of the Code for Companies and Associations. Any changes to Articles 5, 16 and 17 of the Statutes will be established by authenticated document.

Article 17 - Dissolution

The dissolution of Build Europe 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 Build Europe, 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 Build Europe ends by:

1. the dissolution of a company, an association or federation in Full, Correspondent, or Observer membership of Build Europe;
2. 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;
3. exclusion by the General Assembly: if the Member no longer fulfils that conditions to be a Member of Build Europe, fixed by the Statutes and the Standing Orders; or if the Member no longer meets his commitments vis-à-vis Build Europe.

The enterprise, the association or federation which has lost either its Full, Correspondent or Observer membership does not have the right to the refunding of the sums it paid. Build Europe, 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.

