

## **“Construction Products Europe”**

International non-profit-making association

Boulevard du Souverain 68 – 1170 Brussels

Enterprise number: 465.221.205

### **BY-LAWS AS APPROVED BY THE GENERAL ASSEMBLY ON 04 JUNE 2013 (unofficial translation)**

#### **TITRE I : Name, Location, Purpose and Duration**

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##### **ARTICLE 1**

The Association is named "Construction Products Europe" (hereinafter: the Association).

The Association is established as International non-profit making association (AISBL) and is governed by the provisions of the law of 27 June 1921 (modified by the law of 2 May 2002) relating to non-profit making organisations.

##### **ARTICLE 2**

The official head office of the Association is established at 1170 Brussels, Boulevard du Souverain 68.

The head office may be moved to any other place in Belgium by simple decision of the Executive Board. Such a decision will be published in the Appendices to the Belgian Official Journal and to be filed in the record established at the registry of the competent commercial court within one month from the date of the decision and sent to the Federal Public Service (FPS) Justice.

##### **ARTICLE 3**

The aim of the Association, which has no commercial purpose, is to:

- Represent the interests of the industry of the construction materials and products, especially in the scientific, technical, documentary and institutional fields.
- Ensure the exchanges with the regulating authorities, in particular the European institutions, and the stakeholders linked to the sector in order to promote the interest of the industry of the construction materials and products.
- The activities that the Association proposes to implement to achieve these goals include a.o. the following:
  - Ensure the follow-up and the analysis of scientific, technical, documentary and institutional files concerning the materials industry and the construction products.
  - Promote cooperation between the Members.
  - Inform the Members of the Association on European regulatory issues concerning the industry of construction materials and products.
  - Express the interests of the industry of construction materials and products and represent it with the European institutions and authorities, among others via the publication of positions papers and the organization of events.

The activities of the Association may also include any action related directly or indirectly with the achievement of its purpose as defined above.

## **ARTICLE 4**

The Association is established for an indefinite period.

## **TITRE II: MEMBERS OF THE ASSOCIATION**

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### **ARTICLE 5**

The Association is composed of Full Members and Associate Members, legal persons legally constituted according to the laws and customs of the State to which they belong.

References made in the present by-laws to « Member » or « Members » without more precision refer both to Full Members and Associate Members.

The quality of Member is subject to the following conditions:

1. May be Full Member, any multisectoral national organisation located in Europe, which directly or indirectly, is significantly representative of manufacturers of construction materials and products in its country and any organisation of European dimension which is representative of particular sectors of the industry of construction materials and products on the European level.
2. May be Associate Member, any organisation of European dimension which is representative of particular sectors of the industry of construction materials and products on the European level.

Any application to become a Full Member or Associate Member shall be sent in writing to the Director General, stating whether the application is made to obtain the status of Full Member or Associate Member and including a declaration of acceptance of the present by-laws and the internal rules of procedure.

The Executive Board reserves the right to develop other formalities. It will decide at the meeting following the receipt of the application on the admission or rejection of the application. Applications are approved or rejected by a resolution taken at the majority of two-thirds, subject to ratification by the General Assembly.

The decision of the Executive Board will be communicated to the candidate. It is not obliged to justify its decisions.

### **ARTICLE 6**

The number of votes in the General Assembly given to Full Members is defined in the internal rules of procedure. The Members pay an annual fee, which is based on a table of subscription fees, approved by the General Assembly on the proposal of the Executive Board. A table of subscription fees will be adopted by the General Assembly and will apply until the adoption of a new table.

### **ARTICLE 7**

The Member ceases to be part of the Association:

- upon the dissolution of the Member;
- when he withdraws from the Association;
- when he is expelled.

The members are free to withdraw at any time from the Association by sending a letter of resignation to the Director General. However, the resignation will take effect only after the expiry of the following year. The resigning Member will retain his rights and assume his financial obligations vis-à-vis the Association during that period.

## **ARTICLE 8**

A Member can be expelled from the Association if he does not respect the present by-laws, the internal rules of procedure or the resolutions of the Association or if he is detrimental to the Association in an unreasonable manner. The Executive Board will decide on the proposal of expulsion of the Member after having heard the defence of the concerned. The General Assembly will decide to expel a Member and such decisions will be taken by a majority of two-thirds of the Full Members present or represented and if two thirds of the Full Members are present or represented. The Executive Board may suspend the rights of the Member until the decision of the General Assembly.

## **ARTICLE 9**

The Member who ceases to be part of the Association through resignation, expulsion or any other cause shall have no claim on the Association's funds. He cannot demand or require statements or renderings of accounts, or inventories, or affixing of seals over the assets of the Association.

## **ARTICLE 10**

The Director General shall always maintain a register containing the name and addresses of the full and Associate Members as well as the dates on which they join the Association and, if applicable, the dates when they left the Association.

## **TITRE III : GENERAL ASSEMBLY**

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## **ARTICLE 11**

The General Assembly shall possess the full range of powers necessary to attain the association's purposes and activities.

The following points fall within its special competence:

- modification of the by-laws and the internal rules of procedure;
- appointment and dismissal of the directors as well as their discharge;
- appointment and dismissal of the President, the Senior Vice-President, the Vice-President of the Association;
- appointment and dismissal of a statutory Auditor (Commissaire au compte), if applicable ;
- admission and exclusion of a Member;
- identification of a broad-based strategy for the Association as well as the approbation of the medium-term objectives, the annual report and the appointment of the Director General;
- approval of the budgets, annual accounts and the financial balance;
- adoption of the internal rules of procedure;
- voluntary dissolution of the Association;
- any decision exceeding the delegated legal or statutory competence of the Executive Board.

## **ARTICLE 12**

The General Assembly is open to all the Members.

Each Member of the Association, if not suspended, who did comply with his obligations as set out in the present by-laws shall have the right to attend the General Assembly.

The President of the General Assembly shall decide to authorise or not the participation of third parties.

The right to vote in the General Assembly is limited to the Full Members and to Members holding proxies, who will have informed the Director General of their role of representative according to the rules stipulated in the present by-laws. The number of votes given to each Full Member shall be determined in the internal rules of procedure.

The Associate Members as well as the representatives of the Associate Members have the right to advise the General Assembly.

### **ARTICLE 13**

The General Assembly takes place each year in the first half of the calendar year. If the General Assembly decides to extend the period during which the Executive Board must submit the annual report, the General Assembly shall meet at the latest the last day the last day of the period of extension.

A General Assembly can also be convened by the Executive Board whenever the interests of the Association require. It must be convened if requested by four Full Members.

The Executive Board send the invitation to the General Assembly mentioning date, venue and time of the meeting as well as the agenda including the subjects of the General Assembly to the Members. This notice may be sent by post, fax or electronic mail at least fifteen days before the meeting. However a meeting may be convened within a shorter period of time with the consent of the Members, who determine then the time period.

### **ARTICLE 14**

The General Assembly is chaired by the President of the Association or in the event of absence or incapacity by the Senior Vice-President. If none of them are present, the General Assembly shall be chaired by the Vice-President.

If a Chairman has not been chosen according to the previous paragraph, the Members present elect a Chairman of session. Until then, the oldest Member present and who represents a Full Member presides.

Each Full Member shall designate his representative at the General Assembly who will have the right to vote.

The Members shall inform the Director General at least five days before the meeting that they wish to attend. If a Member is represented at the meeting, he shall communicate in writing the name of the representative(s) within the specified period, and shall indicate which one of his representatives, if more than one, shall have the right to vote.

A representative cannot hold more than two proxies.

The General Assembly shall validly deliberate only if half of the Full Members are present or represented.

The resolutions shall be taken by a two-third majority of the votes of the Members present or represented, except if another rule is stated in these by-laws or in the law.

Votes are cast by show of hands. Blank, invalid votes and abstentions are not counted.

However, the President has the right to request a vote by secret ballot. If the election of persons is concerned, a person attending the meeting and who has the right to vote may also request a vote by secret ballot. Secret non-identifiable ballots shall then be used. Blank, invalid votes and abstentions shall not be counted.

No decision can be taken on a subject which does not appear on the agenda. Other points can be added on the agenda if a request is submitted to the Executive Board by a third of the Full Members at least two weeks before the meeting.

## **ARTICLE 15**

By way of derogation from the previous article, the General Assembly shall deliberate in the following cases only if two-thirds of the Full Members are present or represented.

The resolution shall only be adopted if it gets a majority of two thirds of the votes cast of the Full Members present or represented:

- nomination or dismissal of the President, the Senior Vice-President and the Vice-President;
- exclusion of a Member.

However, if the exclusion concerns a founding member, this majority of two thirds will obligatory have to include the unanimous affirmative vote of the other founding Members. Blank, invalid votes and abstentions shall not be counted.

Without prejudice to articles 50 § 3, 55 and 56 of the law on the non-profit making Associations, the international non-profit making Associations and the foundations, any proposal aiming at modifying the by-laws of the Association or the dissolution of the Association must come from the Executive Board or from at least two thirds of the Full Members of the Association.

The Executive Board must inform the Full Members of the Association at least twenty-one days before the date of the meeting of the General Assembly which will decide on the concerned proposal as well as the proposed modifications.

The General Assembly shall validly deliberate on the proposal of modifications of the by-laws or on the proposal of dissolution only if two thirds of the Full Members are present or represented. A decision will be acted only if it is voted by a majority of two thirds of the votes of the Full Members present or represented.

- Modifications of the by-laws  
Any modification of the entries referred to in article 48, subparagraph 1<sup>st</sup>, 2 of the law is subject to royal approval. The other modifications of the statutory entries, referred to in article 45, 5 and 7 are established in a notarial act.
- Dissolution  
The General Assembly shall establish the method of dissolution of the Association. Net assets remaining after liquidation shall be allocated to a non-profit making legal person under private law pursuing a social object similar to the one of the Association.

If the General Assembly does not reach the required quorum, a new General Assembly shall be convened at the earliest in the fifteen days following the first meeting and with the same agenda. This General Assembly shall definitively and validly on the proposal, with the same majority of two thirds of the votes, regardless of the number of Full Members present or represented. Abstentions as well as invalid votes shall not be counted.

## **ARTICLE 16**

The Associate Members may be invited to participate in all meetings of the General Assembly or in part of them.

Any Associate Member unable to attend a General Assembly may be represented by another Member.

The Associate Members and additional individuals shall participate in the meetings of the General Assembly with consultative capacity only. They shall have no voting right and are not taken into account in determining the necessary attendance quorum.

## **ARTICLE 17**

The Executive Board records the resolutions of the General Assembly in a register signed by the President and/or the Director General. This register is kept at the headquarters of the Association where all the Members can consult it, without however moving it. Copies or extracts to be produced in court or elsewhere are signed by a director.

## **ARTICLE 18**

In exceptional cases and when the urgency of the matter so requires, the General Assembly may take decisions by written procedure.

For this purpose, the Executive Board sends, by ordinary mail or by any other means of written communication (including emails) that it considers appropriate, the proposed decisions to all the Members. The communication is accompanied by a memorandum prepared by the Executive Board setting out the reasons why the written procedure is used, as well as the context of the proposed decisions. The proposed decisions shall be considered as adopted if, in ten working days following their sending, the number of written communications duly filled in, and the hereto attached votes, is sufficient to reach the requirements of voting as stated in the present by-laws.

## **TITLE IV: EXECUTIVE BOARD**

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### **ARTICLE 19**

The Association is administered by an Executive Board, composed of at least five directors. The mandate of director shall not be remunerated.

Subject to the restrictions laid down in the present by-laws and the law, the Executive Board takes over responsibility for managing the Association.

The directors are appointed by the General Assembly based on a list of persons nominated by the Full Members.

The appointment to the Executive Board shall be effective at the end of the General Assembly during which the person is appointed as director and shall end automatically at the end of the General Assembly of the second calendar year following the appointment. The person is then eligible for another mandate of two years.

If a director resigns or has lost his/her directorship, he or she may be replaced by another director who will be appointed by the General Assembly on proposal of the concerned Full Member.

The Executive Board shall have full powers provided that the Executive Board is composed of at least five directors. If there are less than five directors, the Executive Board shall convene as quickly as possible the General Assembly to appoint one or several new directors.

The Executive Board represents the Association.

A director may be dismissed by the General Assembly at any time even if he/she was appointed for a given period of time. A director may be suspended or dismissed by the General Assembly acting by a two-thirds majority of the Full Members present or represented. Furthermore, the functions of director shall end by death, resignation or inability.

### **ARTICLE 20**

The Executive Board meets at least once a year, and whenever the interests of the Association so require.

The Executive Board is chaired by the President of the Association. In the event of absence or unavailability of the President, the meetings of the Board shall be chaired by the Senior Vice-President, or failing that, by the Vice-President. The President, Senior Vice-President and Vice-President are appointed by the General Assembly according to article 15 of the present by-laws.

The Director General convenes the directors to the meetings of the Executive Board, mentioning the venue, date and time of the meeting as well as the agenda informing the directors of its object, and this at least two weeks before each meeting. This notice may be sent by letter, fax or electronic mail.

However a meeting may be convened within a shorter period of time with the consent of the directors, who determine then the appropriate time period.

The Executive Board may validly deliberate and act only if half of its Members are present or represented. As long as the quorum is not reached, the Executive Board may not deliberate or decide except to fill in a vacancy or convene a General Assembly.

A director unable to attend a meeting of the Executive Board may be represented by another director who will vote in his place provided that the President or the Director General has been warned by letter, fax or email. A director may not hold more than three proxies.

The vote may not be expressed in writing.

Apart from the exceptions provided by law or the present by-laws, the resolutions are taken by consensus. However, if no consensus is possible, the motion shall be put to vote and shall be approved if it is adopted by at least two thirds of the votes issued by the directors present or represented. Blank, invalid votes and abstentions shall not be counted.

A document dated and signed by all the directors and registered or inserted in the register of the minutes shall be considered as a decision of the Executive Board.

A meeting of the Executive Board shall be validly constituted even if all or some of the directors are not physically present or represented but participate in the deliberations through modern telecommunication means, allowing the directors to hear directly or to talk in a direct way as in telephone or videos conferences. In such a case, the directors shall be considered as being present.

## **ARTICLE 21**

The Executive Board has the power to accomplish all acts necessary or useful for the realisation of the purpose of the Association, except for those that the law or the present by-laws reserve for the General Assembly. It represents the Association in legal and other matters.

In particular, the Executive Board shall be responsible for:

- formulating and implementing the policy of the Association in accordance with the medium-term objectives approved by the General Assembly and subject to any specific directive given by the General Assembly;
- examining and determining applications of new Members, before approval by the General Assembly;
- dealing with the motions of exclusion of Members, subject to approval by the General Assembly;
- proposing the amount of the subscriptions, subject to approval by the General Assembly, which will be included in the internal rules of procedure;
- preparing the annual budget, the annual accounts and the balance sheet subject to approval by the General Assembly;
- publishing the annual report, subject to approval by the General Assembly;
- appointing the Director General of the Association and delegating to that person some tasks determined by the Executive Board, subject to approval by the General Assembly;
- representing the Association in judicial proceedings, as well defending as asking. These are taken or supported in name of the Association by the Executive Board represented by a director or the Director General.

## **ARTICLE 22**

The decisions of the Executive Board are recorded in the minutes, signed by the President of the Association and/or the Director General and included in the special register of minutes. Copies or extracts to be produced in court or elsewhere are signed by a director.

## **TITRE V: DELEGATING POWERS**

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### **ARTICLE 23**

The Executive Board is authorised to delegate the day-to-day management and to delegate limited powers to one or several directors or to one or several subcommittee(s), provided that legal decisions are taken by the Executive Board.

### **ARTICLE 24**

The Executive Board delegates the day-to-day management of the Association to a Director General. The Director General is appointed by the Executive Board, subject to approval by the General Assembly. The Executive Board has the power to revoke this appointment at any time according to its current mode of deliberation.

The Executive Board shall determine the duties to be accomplished by the Director General. The Director General will be responsible for ensuring that the Association complies with the present by-laws. The Director General and the President are the spokespersons for the Association.

### **ARTICLE 25**

All actions relating to the appointment or the dismissal of the directors shall be established in accordance with the law, deposited in the file on behalf of the Association at the Registrar Office of the competent Commercial Court and are published in the Appendices to the Belgian Official Journal (Moniteur Belge).

### **ARTICLE 26**

Acts relating to the appointment and revocation of functions of the persons authorised to represent the Association, are prepared in accordance with the law, sent to the Federal Public Service Justice (SPF Justice) and published in the Appendices to the Belgian Official Journal and deposited in the file created, in name of the Association, in the Registrar Office of the Commercial Court hereto related.

### **ARTICLE 27**

The Association shall be validly represented towards third parties and for all judicial and extra-judicial acts by the President of the Association acting alone or by two directors acting jointly.

Within the limits of the day-to-day management, the Association shall also be validly represented towards third parties and for all judicial and extra-judicial acts by the Director General acting alone.

None of the above-mentioned persons must justify their powers to third parties.

In addition, the Association shall also be validly represented towards third parties, within the limits of their mandates, by special authorised representatives designated by the President of the Association acting alone or by two directors acting jointly or by the Director General acting alone.

## **TITRE VI: BUDGETS AND ACCOUNTS**

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### **ARTICLE 28**

The amounts of the subscriptions of the Full Members and the Associate Members are defined annually by the General Assembly, based on a proposal of the Executive Board. The costs incurred by the Association for its operations and achievement of its objectives shall be covered by the Members according to the rules established in the internal rules of procedure.



## **ARTICLE 29**

Each Member of the Association is liable for payment of the fee fixed by the General Assembly, but is not individually liable because of the commitments taken on behalf of the Association.

## **ARTICLE 30**

The social year begins on January the first and ends on December the thirty-first.

The Executive Board is obliged to submit every year to the approval of the General Assembly the accounts of the preceding financial year and the budget for the following.

If required by the law, the General Assembly shall appoint a commissioner among the members, natural or legal persons, of the Belgian Institute of Certified Public Accountants ("Institut des Réviseurs d'Entreprise). The commissioner shall be in charge of drawing up an annual report on the accounts of the Association. This report shall be submitted to the General Assembly.

If the law does not require that the Association appoints a commissioner, the General Assembly may appoint a public accountant (expert-comptable).

The Executive Board keeps in its archives the documents mentioned in the preceding paragraphs of these articles and this for a period of ten years, and shall deposit the annual accounts and balance sheet with the Registrar Office of the hereto related Commercial Court as prescribed by law.

## **TITLE VII: INTERNAL RULES OF PROCEDURE**

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### **ARTICLE 31**

The General Assembly shall adopt, on proposal of the Executive Board, internal rules of procedure consistent with the present by-laws in order to ensure the functioning of the Association.

## **TITLE VIII: TERMINATION**

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### **ARTICLE 32**

The Association may be dissolved at any time by the General Assembly deliberating in the forms prescribed in the present by-laws.

In case of voluntary dissolution, the General Assembly shall appoint one or more liquidators and shall determine their powers.

Any decision of the General Assembly relating to the dissolution of the Association shall be subject to the additional requirements imposed by applicable law.

### **ARTICLE 33**

Net assets remaining after liquidation shall be allocated to a non-profit making legal person under private law pursuing a social object similar to the one of the Association.

## **TITLE IX: GENERAL PROVISION**

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### **ARTICLE 34**

What is not covered by the present by-laws and in particular the publications to the Appendices of the Belgian Official Journal, shall be settled in accordance with the provisions of Title III of the Belgian law of twenty-seven June nineteen hundred twenty-one on the non-profit making Associations, the international non-profit making Associations and the foundations.