

FIABCI
THE INTERNATIONAL REAL ESTATE
FEDERATION

Not-for profit association registered in France
24 rue Chauchat, Paris 9th arrondissement

STATUTES

HEADING I

**FOUNDATION – TITLE – HEADQUARTERS –
PURPOSE – DURATION**

Article 1 – Foundation

On 2 June, 1951, with:

Österreichische Bundesinnung der Gebäudeverwalter,
Vienna Austria
La Chambre Immobilière de Belgique, Brussels
Belgium
La Confédération Nationale des Administrateurs de
Biens, Syndics de Copropriété de France
Ring Deutscher Makler, Cologne Germany
The National Association of Real Estate Boards,
United States of America

The statutes of the “*Confédération Internationale des Administrateurs de Biens Immobiliers*”, association authorized by decree of the French Interior Ministry 8 October 1951, registered at the *Préfecture de Police* 19 October 1951, published in the *Journal Officiel* on 6 November 1951 as per the terms of the French law dated 1st July 1901, subsequent texts and the present statutes.

In 1956, the association adopted the name “*International Federation of Property Managers and Real Estate Consultants*” (French acronym “FIABCI”) and, in 1964, that of “*International Real Estate Federation*” (FIABCI).

This association’s activities will be pursued between groups and individuals who have adhered or will adhere to these statutes.

Article 2 - Title, Headquarters

The name of the association is INTERNATIONAL REAL ESTATE FEDERATION. Its initials are FIABCI. Its headquarters are located in Paris (France) F-75007, 23 avenue Bosquet. It can be transferred to another location within Paris by a simple decision of the Board, and to any other location by a Board decision, subject to ratification by an extraordinary meeting of the General Assembly, ruling according to the conditions stipulated in Article 28, below.

Article 3 - Purpose

FIABCI’s purposes are:

- To defend on a worldwide level, the collective, moral, and professional interests of its members, and those of the groups which make it up.

- To allow participants in the real estate industry to improve the quality and the competitiveness of their activities through the sharing of knowledge, information and business opportunities at a local, national and international level;
- To provide direct access to international real estate contacts and business opportunities;
- To help improve the working relationship between the public and private sectors for the benefit of society;
- To facilitate the exchange of information on significant market, economic, corporate, governmental and technological conditions affecting the industry;
- To assist in cultural and educational exchanges among real estate professionals of different countries;

In order to achieve these goals, the association shall enable itself:

- To organize public events, marketing campaigns, conferences, seminars, publications, in France and abroad;
- To secure the support of any financial, commercial, industrial, or other type of partner, concerned or potentially concerned by the goals and activities of the association;
- To carry out, for its members, or for third parties, any kind of studies, research, or surveys, or provide services of any kind or sell any products with which it could be associated directly or indirectly;
- In general, to undertake any action supporting the above, or facilitating its fulfilment.

Article 4 - Duration

The Association is constituted for an undetermined duration.

HEADING II

MEMBERSHIP - ADMISSION - FORFEITURE

Article 5 – Member categories

Members of FIABCI are real estate professionals, either individuals or companies or associations providing services to, or associated with a real estate profession in the various countries of the world, having adhered to the present statutes and having been admitted by corresponding authorities as stipulated below.

Membership in the Federation shall be categorised as follows:

5.1 – Direct Members of the Federation

Chapters: They are National, multinational or regional chapters that have adhered to the present statutes and have been admitted as such by the General Assembly of FIABCI.

Multinational Members: Associations whose members are exclusively national associations from several countries.

Principal Members: Associations of individuals and/or companies providing services to, or associated with, the real estate profession and whose headquarters are located in countries where there is no FIABCI chapter.

Corporate Members: Multinational companies providing services to, or associated with, the real estate profession.

Public Sector Members: Governmental agencies or international public agencies.

Honorary Members: Individuals who, in the judgement of the Board, have rendered eminent services to FIABCI.

5.2 – Members of Chapters

Principal Members: Associations of individuals and/or companies practicing a real estate profession, or providing services to, or associated with, the real estate professions.

Regular Members: Individuals or companies practicing a real estate profession.

Special Members: Individuals who are not real estate professionals, but whose activity is connected to the real estate professions, including individuals representing multinational members, corporate members, academic members, or public sector members.

Corporate Members: Companies providing services to, or associated with the real estate industry.

Academic Members: Academic institutions and professional schools whose curricula include subjects related to real property matters.

Public Sector Members: National, regional and local government bodies and public agencies.

Honorary Members: Individuals who, in the judgement of the Chapter, have rendered eminent services to that Chapter.

Associate members: Individual or company members of a principal member which joins with all of its members.

Article 6 - Admissions

Admission of Direct Members of the Federation must be declared by the Board of Directors of FIABCI.

Admission of Chapter members will be declared by the Chapter authorities; however, admission of their Principal Members shall be subject to ratification by the General Assembly of FIABCI, in the twelve months following said admission.

No justification will be required if admission is refused.

Article 7 - Resignations; forfeiture of membership

Membership status is lost:

- If the member resigns;
- In case of death of the individual, or dissolution of the company or other legal entity for whatever reason;
- If the member no longer belongs to a Chapter, for whatever reason;
- If the member is expelled by the Board, notably for non payment of dues, or for any other serious cause. The member in question will have been previously invited to defend himself or herself.

Any infringement of the Statutes by a Member will be submitted to the judgement of the authority who admitted said member.

In any case, the Federation's Board shall be able to either issue a warning, or declare the expulsion of a Direct Member or a Chapter Member. In the latter case, the Board's decision will be imposed upon the corresponding Chapter.

HEADING III THE CHAPTERS

Article 8 - Creation of chapters

The Federation's role is to create national, multinational, or regional Chapters, who will be called upon to gather members of the geographic area that is allotted to it by FIABCI.

Article 9 - Functions of the Chapters

Chapters will act as the body representing the Members of FIABCI in the geographic area that is allotted to it.

They will be entrusted with the authority to approve membership in the Federation according to the categories stipulated in Article 5.2.

They will be responsible for increasing the number of Members from a wide range of fields associated with the real estate professions.

They will be responsible for the collection of fees, on behalf of FIABCI, from their members, as determined by the General Assembly of FIABCI.

They will function as liaison offices for FIABCI for purposes of communication with its members.

HEADING IV - THE BOARD OF DIRECTORS

Article 10 - The composition of the Board of Directors

The Business of FIABCI is conducted by a Board of Directors composed of members selected from the membership.

- The President in Office;
- The President Elect;
- The Regional Presidents;
- The Immediate Past World President;
- The Treasurer;
- Twelve members, including at least one representative from each of the World's regions, elected by the General Assembly for three-year terms, so that one third of them are renewed by election, each year;
- One member, selected from the "Principal Members", elected by the General Assembly for a three-year term.
- Three members, designated by the President in Office, for the duration of his term;
- The President of the "Principal Members Council".
- The President of the Young Members Committee.
- The Secretary General shall participate in the Board but shall have no vote.

The term of the Board member ends:

- When his or her term expires, at the end of the Ordinary General Assembly that rules on the accounts of the previous accounting year, and that takes place the year of the term's expiry.
- If the Board member resigns ;
- If the Board member loses the qualification that enabled him or her to be nominated;
- If the Board member is no longer a member of the Federation;
- In case of revocation by the General Assembly; said revocation can result from an incident during a meeting.

If any Board Member fails to attend three consecutive meetings without giving a valid excuse, it will be assumed that said member has resigned.

Article 11 - Convening the Board

The Board shall meet at least twice a year, and whenever the President deems it useful, or at the request of the majority of Board members, at the FIABCI headquarters, unless otherwise indicated on the notification.

Meetings can be convened by letter, facsimile, E-mail, and even verbally.

Furthermore, Board decisions can be made on the basis of written consultation of all the members, by letter, facsimile, or E-mail.

Article 12 - Quorum

The Quorum necessary for the transaction of its business is the majority of its Representatives present in person or by proxy, or having responded to written consultation.

Article 13 - Majority

In order to be valid, Board decisions must be made by the majority of its Representatives present in person or by proxy, or having responded to written consultation. In the event of a tie in the voting, the World President's vote will prevail.

Article 14 - Duties and Powers of the Board

The Board is vested with the broadest powers to administer the Association, within the limits of its stated purpose, and subject to the powers of the General Assembly.

It shall make all decisions concerning management, protection of the Federation's assets, management of its funds, leasing of premises needed for the purposes of the association.

It shall conduct all the business and affairs of the Federation in the interests of its good management.

It shall make all decisions relative to the common interests and see that they are enacted.

It shall establish and may modify the Internal Regulations and the Conference Manual.

It shall decide as to the acceptance and use of gifts and legacies.

It shall make all resolutions concerning the admission and expulsion of "Direct" Members, subject to the conditions stated in these Statutes.

It shall have powers to grant temporary dispensations to the present statutes.

It may at any time constitute working groups as it may deem fit, and enter into any contracts.

It shall be represented in Court, either as plaintiff or as defendant, by its World President, its Secretary General, or by other Board Representatives appointed by the President.

It shall submit FIABCI's budget for each financial year to the General Assembly for approval.

The Board shall be empowered to procure for itself or borrow funds for the purpose and on the terms which it considers appropriate and for this end to mortgage or use as a guarantee all properties belonging to the Federation.

Article 15 - Board meeting minutes

Minutes of Board meetings will be written and will be provided to its members.

HEADING V THE EXECUTIVE COMMITTEE

Article 16 - The Executive Committee

The Executive Committee shall consist of:

- The World President in Office;
- The immediate Past President;
- The President Elect;
- The President of the Finance Committee;
- The Treasurer;
- The Secretary General shall participate in the Executive Committee but shall have no vote.

Article 17 - Duties and Powers of the Executive Committee

The powers of the Executive Committee are determined by the Board.

Article 18 - The President

18.1 - Election

The World President is elected by the General Assembly for a one-year term, or until his successor assumes his or her post.

The President cannot be immediately re-elected.

18.2 - Powers

He represents the Federation in its everyday business; and is empowered to do so.

He is authorized to act in the Federation's name in all legal matters.

He executes the Board's decisions.

He hires and dismisses the Secretary General.

With prior authorization from the Board, the World President can partially delegate his powers, under his responsibility, to one or several representatives, chosen by the President among Board members.

He shall fill positions left vacant after an election, by appointing members who shall occupy these positions during his presidency.

18.3 – Death or Incapacity

In case of death or incapacity of the President, the previous President will act in his stead until the next meeting of the General Assembly.

Article 19 - The Regional Presidents

Regional Presidents shall be named:

- *President of FIABCI for Europe*
- *President of FIABCI for Africa*
- *President of FIABCI for Asia-Pacific*
- *President of FIABCI for the Americas*

The regional Presidents are elected for one-year terms by the General Assembly, with the same voting process applying to the election of the World President.

They can be immediately re-elected.

Article 20 - The Secretary General

The Secretary General is an official, paid by FIABCI. Placed under the authority of the World President he or she represents the Federation in its everyday business and is so empowered.

He is authorised to act in the Federation's name in all legal matters.

He executes the Board's decisions and ensures the proper day-to-day management of the Federation.

He manages the personnel.

He writes the minutes, or has minutes written, of the meetings of the Executive Committee, the Board, and the General Assembly.

He keeps the register as required by Article 5 of the French law of July 1st 1901.

Article 21 - The Treasurer

The Treasurer is elected by the General Assembly for a three year term, on the proposal of the Board.

He or she can be immediately re-elected.

The Treasurer establishes, or has established under his or her responsibility, the accounts of the Federation. He makes all payments.

The Treasurer has exclusive power to open or close bank accounts.

The accounts will be submitted by the Treasurer at the Annual General Assembly

HEADING VI GENERAL ASSEMBLIES

Article 22 - Meetings

The General Assembly of the members of the Federation meets at least once a year.

Article 23 - Convening the General Assembly

General Assemblies are convened by the Board.

Written notifications convening the meeting are sent along with the agenda, one month prior to the meeting.

In cases of urgency the World President, with the agreement of the Executive Committee, may call an Extraordinary General Assembly without complying with the above-mentioned notice period.

Article 24 - Composition

The General Assembly consists of:

- The Board members;
- The Past World Presidents ;
- The Chapter Presidents ;
- A representative appointed by each of the Principal Members;
- Representatives appointed by the chapters. The representatives of each chapter will be determined by the internal regulations.

Each member will have voting rights with the sole exception of the Secretary General.

Other FIABCI members can attend General Assemblies, but shall have no voting rights.

Article 25 - Representation by proxy

A member of the General Assembly, as defined in Article 24, can be represented by another member of the General Assembly, provided the latter holds a written proxy.

Article 26 - Holding of meetings

The World President in Office will chair the meetings of the General Assembly, and shall have full powers to lead debate, give the floor or take it away, put resolutions and amendments to a vote.

Article 27 - Ordinary General Assembly

27.1 – Powers

The Ordinary General Assembly makes all decisions other than those that must be made by the Extraordinary General Assembly, as per applicable law, or as per the present statutes.

The Ordinary General Assembly comes to a decision on the Board's report, the accounts, the unitary membership fee, and the Budget proposed by the Board.

27.2 – Quorum

For the transactions of the General Assembly to be valid at a first meeting, at least one third plus one of its members are present in person or by proxy.

If a second meeting is convened due to lack of quorum at the first meeting, then no quorum is required at the second meeting.

27.3 - Majority

In order to be valid, decisions of the Ordinary General Assembly must be made by the majority of its members present in person or by proxy.

Article 28 - The Extraordinary General Assembly

Extraordinary General Assemblies can be convened any time the Board deems it fit to do so; they are mandatory if at least one third of the chapters require it.

28.1 – Powers

Only the Extraordinary General Assembly can modify the Statutes, the Code of Ethics, their clauses and provisions.

The Extraordinary General Assembly can notably decide or authorize:

- Changing FIABCI's nationality;
- Directly or indirectly modifying its purpose;
- Modifying its name ;
- Dissolving the association.

28.2 – Quorum

For the transactions of the Extraordinary General Assembly to be valid, at least half plus one of its members are present in person or by proxy at its initial meeting. If a second meeting is convened due to lack of quorum at the first meeting, one third of its members must be present in person or by proxy.

28.3 – Majority

In order to be valid, decisions of the Extraordinary General Assembly must be made by at least two thirds of its members present in person or by proxy.

Article 29 - General Assembly meeting minutes

Minutes of motions approved by the General Assembly will be written & provided to all members by whatever means appropriate.

HEADING VII

FINANCIAL AND ACCOUNTING CLAUSES

Article 30 - Balance Sheet, Income & expense statement, budget.

A balance sheet and an income & expense statement will be established annually, and will be submitted for approval to the General Assembly. The latter also decides on the budget.

Article 31 - Membership fees

Each member is required to pay his or her fee as set by the General Assembly and/or the chapter to which he or she belongs. Non payment of fees is a valid reason for expulsion.

Chapters in arrears with the payment of their fees on 31 December of each year cannot nominate candidates for elections or show their flag at FIABCI events.

Article 32 - Financial resources

The Federation's financial resources consist of:

- Entry fees and annual membership fees, the amount of which shall be determined by FIABCI's General Assembly;
- Public or private subsidies that may be granted;
- Revenues from financial instruments that it possesses or could possess;
- Revenues related to services provided, or products sold by the Federation, in compliance with its stated purpose;
- Donations;
- Any other source of income that is not prohibited by applicable laws or regulations.

Article 33 - Bank Accounts

Transactions in these bank accounts will require the two signatures of the Treasurer and the Secretary General; or, if one or the other is unable to sign, the person delegated for this purpose by the person who is unable to sign.

Article 34 - Remuneration, reimbursement of expenses

All positions of responsibility within FIABCI, with the exception of the Secretary General's, are honorary and shall not be remunerated. There can be no reimbursement of expenses other than those called for in the budget as approved by the General Assembly.

HEADING VIII DISSOLUTION – LIQUIDATION

Article 35 - Appointment of an official liquidator

If the Federation is liquidated for any reason, an Extraordinary General Assembly shall appoint one or several official liquidators.

The liquidator will have the broadest powers to ensure assets are current, and liabilities are honoured, and shall notably:

- represent FIABCI in all legal matters, as a plaintiff or as a defendant;
- file any legal actions, and claims of any nature which could be useful or necessary in this context;
- negotiate, for purposes of liquidation only, any contract;
- pursue FIABCI's day-to-day affairs, until they are concluded, as required for the liquidation.

Article 36 - Devolution of Assets

Once liquidation is complete, the Extraordinary General Assembly decides on the devolution of the net assets, as per applicable laws and regulations.

On leaving the Federation or in the event of the liquidation or dissolution of the latter, members shall have no claim on the assets.

HEADING IX MISCELLANEOUS PROVISIONS

Article 37 - Accounting year

The accounting year shall begin January 1st and end December 31st of each year.

Article 38 - Official languages

FIABCI's official languages are English, French, German, Japanese and Spanish.

Article 39 - Modification of Statutes

The present Statutes can be modified only by a decision of an Extraordinary General Assembly, acting on the proposal of the Board.

In order to be valid, any such modifications must be approved by a two-thirds majority of votes present in person or by proxy.

Article 40 - Candidatures

Positions of responsibility within FIABCI can only be filled by regular members:

- whose candidatures have been presented by the chapter to which they belong (subject to the terms of Article 31 above), and by the Nominations Committee,
- or whose nomination will have obtained the approval of the chapter to which the nominee belongs.

Article 41 - Interpretation of the Statutes

In the case of disagreement as to the interpretation of the text of the present Statutes, the French text shall have authority.

Article 42 - Disputes and claims

In case of dispute with another member or with one of FIABCI's entities, all FIABCI members undertake to declare their complaint to the FIABCI authority to which he or she is affiliated, before taking action with any judicial entity. Non-compliance with this obligation could be interpreted as an unfriendly act toward FIABCI.

The present articles of incorporation are subject to the laws of the country in which the head office is registered.

Any disputes that may arise during the lifetime of the FIABCI, or during its winding up, whether it may be between FIABCI members and the association, or between two or more FIABCI members, concerning the FIABCI or relating to any statutory provisions, shall be judged according to the law of the country in which the head office is registered and shall be referred to the court of competent jurisdiction where the head office is based, even in the event of more than one defendant and introduction of third parties.

Article 43 - Internal Regulation

All details and interpretations concerning the application of these Statutes and any provisions which might not be included in them will be subject of the Internal Procedure.

The latter may be amended or completed at any time by the Board of Directors.

The Internal Procedure is attached to the present Statutes; it is an indispensable complement to said statutes, having the same force, and requires of each of the Federation's members the same compliance.

Article 44 - Code of Ethics

FIABCI has adopted a Code of Ethics, which is attached, and whose provisions apply to all members.

Article 45 - Non-discrimination

All forms of discrimination are forbidden within FIABCI. This includes discrimination based on religion, race, sex and nationality.

Article 46 - Obligatory nature of the Statutes and Reference Texts

Membership in FIABCI entails compliance with the present Statutes, the Internal Regulations, the Code of Ethics, the Conference Manual; as well as with the statutes, internal regulations and other texts of reference pertaining to the corresponding chapter.

Consequently these texts are binding to each of the members of the Federation, inasmuch as they do not conflict with the laws in force in their respective countries.

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