

STATUTES OF “ARCHITECTURE SANS FRONTIERES - INTERNATIONAL”

I. Name, registered office, objective

Article 1. Name

A non-profit association has been set up called "Architecture Sans Frontieres -International", or "ASF-Int" for short.

Article 2. Registered office

The registered office of ASF-Int has been established at c/o Société Française des Architectes, 247 rue Saint Jacques, 75005 Paris, France. The registered office can be transferred to any other place by a simple decision of the General Assembly of effective members taken by a simple majority vote

Article 3. Objective

A. ASF-Int is devoid of any profit motive and its aim is to promote in an independent way, on an international level, equitable architecture, town planning and construction methods, which are socially responsible and respect the environment and diverse human cultures while preserving the historical heritage of each people.

ASF-Int facilitates and centralises collaboration between its members as well as their activities.

B. The founders wish to increase the impact of their collective efforts which are directed at the Charter of Hasselt:

1. Cooperate for fair and sustainable development initiatives in active collaboration with disadvantaged people or communities. This process shall follow principles of human solidarity, non-discrimination and will be aimed at promoting their self-sufficiency;

2. Foster the socially responsible role of built environment professionals by stimulating social modes of practice before speculative economic profitability;

3. Encourage 'ethical professionalism' by favouring cooperation and practice in hand with 'ethical trade', and with entities and financing institutions that work for peace-building processes;

4. Identify, disseminate and work alongside public institutions, multilateral organisations and private sector's policies, programmes and sustainable socio-economic systems fostering social equity and inclusion within the built environment;

5. Facilitate the use of appropriate technologies, materials and labour adequate to local values, to the cultural specificity and responsive to the natural environment;

6. Share knowledge, promote discussion, reflection and awareness, and collaborate in the advancement of the 'social production of habitat';

7. Promote the facilitation of trans-national dialogues and long-term partnerships with and within the less affluent countries;

8. Support participatory, democratic, multicultural and interdisciplinary processes and approaches in community building;

9. Endorse the integration of post-emergency relief interventions into long-term sustainable development strategies;

10. Defend, promote and enable access to adequate and dignified habitat as a 'Fundamental Human Right'.

C. ASF-Int will have the possibility of acquiring and owning property and financial assets, as well as engaging personnel.

II. Members and their representation

Article 4. Who can become a member?

A. ASF-Int can be made up of local, national and international organizations, which are obliged to approve the contents of the 'Hasselt Charter', the content of which has been reproduced in Article 3 of these statutes.

B. When an organisation wishes to become a member, it must first submit a signed copy of the Charter of Hasselt, its deed of incorporation, its report of activities and its statutes as well as any other document required by the Conseil d'Administration of the Association.

C. There is only 1 (one) category of members, namely the effective members.

The effective members are associations:

- which prove that they have been constituted as an autonomous entity;
- which can state their independence;
- which show that they represent architects and/or persons having a specific interest in the field of architecture, town planning or construction ;

D. Effective members are entitled to vote at meetings of the ASF-Int's General Assembly.

Article 5. How to become a member

A. An organisation which wishes to become a member must submit its application to the "Conseil d'Administration" with, in an appendix, a copy of the Charter of Hasselt ratified by the candidate, a copy of the present statutes ratified by the candidate, a document including its report of activities, a copy of its statutes and any other document required by the "Conseil d'Administration".

On submission of these documents, which constitute the candidate's application file, the "Conseil d'Administration" may take a decision to grant membership. The decision must be reported to the General Assembly.

B. After being proposed by the "Conseil d'Administration" new members will be admitted subject to the approval of the General Assembly by a simple majority of votes cast.

Article 6. Obligations of members

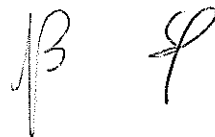
A. Members pay a membership fee that is fixed annually by the General Assembly on the basis of a proposal from the "Conseil d'Administration". In the absence of agreement on the amount of the subscription during the General Assembly, the members will provisionally be required to pay the same subscription as for the previous year.

The annual subscription is due at the end of March of the current year.

Every organisation that is a member of ASF-Int will be responsible for its own expenditures.

B. Membership, including voting rights, is guaranteed by payment of the annual membership subscription.

Article 7. Resignation, suspension and expulsion of members



A. Members can resign by registered letter addressed to the registered office of ASF-Int, with due observance of at least 3 months notice before the next General Assembly meeting. Resignation is only effective for the future and takes effect at the end of the year in which the said General Assembly is held.

B. Members who fail to pay the membership fee referred to in Article 6 will be deemed to have resigned 30 days after they have received their second reminder to pay. They will automatically lose their membership as from that time.

The second payment reminder will be sent by registered letter. This second payment reminder must refer to the present article and include the contents of the preceding paragraph. One month must pass between the two payment reminders.

C. Any member who acts in violation of the Charter of Hasselt or these statutes may be expelled from ASF-Int.

The General Assembly shall decide to expel a member by a majority of two-thirds of the votes cast, following a proposal from the "Conseil d'Administration", which will be required to submit an inquiry report to the General Assembly including all the relevant issues.

The member who is to be expelled will be allowed to present a defence prior to the vote on expulsion.

Before taking the decision to expel a member, the General Assembly may decide by a two-thirds majority to suspend the member involved until the next meeting, after having heard the member's defence. A suspended effective member will no longer be entitled to vote.

D. A member who resigns or who has been expelled or suspended is still required to pay any amount due to ASF-Int. Members shall continue to comply with all the obligations inherent in ASF-Int membership for as long as their resignation or expulsion has not become final.

A member does not have the right to reclaim any part of his/her annual subscription on account of his/her membership coming to an end before the end of the subscription year.

E. ASF-Int does not have any authority over member organisations beyond the validity of their membership of ASF-Int.

III. General Assembly

Article 8. Role of the General Assembly

A. The General Assembly has the powers needed to realise the objective of the association.

B. It is made up of representatives of the member organisations.

C. Member organisations must notify the Association 7 days before the General Assembly who is to be their representative with the right to vote.

D. The General Assembly shall have the sole power:

- to amend the statutes;
- to dissolve ASF-Int;
- to admit new members and to expel members;
- to elect and dismiss members of the "Conseil d'Administration" ;
- to set the annual membership fees, to confirm the remuneration of "Conseil d'Administration" and more generally to approve budgets and accounts;
- to appoint auditors;
- to create consultative or scientific committees, discussion forums, scientific conferences, etc.;
- to determine the general direction of current and future strategies and to define any matters concerning the operations and management of ASF-Int.

Article 9. Agenda of the General Assembly

A. The agenda will determine the items to be considered or decided by the General Assembly, and will refer in an appendix to any relevant documents that have already been circulated or which need to be provided for each item.

The agenda will indicate the order in which the various items on the agenda will be deliberated on.

B. The agenda of the General Assembly must include the following points:

- Nomination of persons who will assume the positions of President and Secretary of the General Assembly;
- A vote as regards approval of the agenda by the General Assembly;
- A statement and a vote on whether the General Assembly was properly convened in accordance with the present statutes;
- A statement on the representation of members and voting rights;
- Approval of the annual report drawn up by the "Conseil d'Administration" ;
- The audit report;
- Approval of the verified financial statements;
- Granting discharge to the outgoing "Conseil d'Administration" ;
- Election of members of the "Conseil d'Administration" for the next period;
- Election of auditors for the next period;
- Appointing the preparatory committee for elections in the next period;
- Decision on membership subscriptions and the budget for the next period;
- Decision on planned activities for the next period;
- Topics and other proposals for the next period;
- Any other points.

C. Within the context of managing meetings, the President of the General Assembly meeting will pay attention to ensuring that the intended duration of the Meeting is observed and will insist on the order and importance of the items to be considered to ensure an optimal duration of these meetings.

Article 10. Invitations, reporting to and from the General Assembly

A. The General Assembly shall meet at least once annually at the registered office or any other place stated on the invitation.

The invitation shall be drawn up and sent out by the "Conseil d'Administration" 12 weeks before the General Assembly. The invitation shall include the agenda and the date (year, month, date and time) and the precise place of the meeting. The members must acknowledge receipt of the invitation by e-mail addressed to the Secretary-General of the "Conseil d'Administration" within 15 days.

Invitations to attend meetings shall be deemed to have been received by their recipients at least 10 days following the postmark date on the letter or from the time that the e-mail was sent or the date of any other proof of delivery or receipt.

B. The "Conseil d'Administration" may convene an extraordinary General Assembly either on its own initiative, or at the request of the representatives of at least half of the effective members.

C. Points for discussion at the General Assembly raised by member organisations must be submitted to the "Conseil d'Administration" 8 weeks in advance.

The "Conseil d'Administration" shall publicise the points on the agenda at least 7 weeks in advance.

The annual report must be sent out at least 4 weeks in advance.

Article 11. Representation at the General Assembly

A. Each member shall have a representative who has the right to vote at meetings. Members can arrange to be represented at the General Assembly by another member organisation of ASF International by proxy. No member can represent more than two members at the General Assembly.

B. The General Assembly may only validly deliberate if half of the members are present or represented. If this condition is not met, another meeting shall be convened 30 days later. The meeting will then deliberate validly regardless of how many members are present.

Article 12. Right to vote, taking minutes, presence at GA meetings

A. Each member has only one vote. Votes are either in favour or against or an abstention - an abstention is deemed to be an invalid vote.

B. Only in exceptional cases envisaged by these statutes, resolutions will be passed by a simple majority of the members present or duly represented. These shall be notified to all the members by any means whatever (post, fax, e-mail).

C. It is not permitted to pass resolutions on points not included in the agenda.

D. The minutes of General Assemblies shall be kept by the Secretary-General, who shall note the content and conclusion of each point discussed by the General Assembly. The minutes shall in particular record the resolutions and votes and specify the decision that was taken in each case.

The "Conseil d'Administration" shall approve the minutes before they are made known. They shall be sent to all the member organisations at the latest by the date that the agenda for the next General Assembly is announced.

The minutes of a General Assembly shall be sent to members at the latest 4 weeks after the date on which the General Assembly took place.

E. The resolutions of the General Assembly shall be recorded in a register signed by the Chairperson and the Secretary-General and shall be retained at the registered office of ASF-Int.

F. Any person who wishes to cast a secret vote must be entitled to do so and must be permitted to apply for and have such a request granted.

G. Individual members of member organisations are entitled to be present and to address the General Assembly.

Article 13. Taking decisions

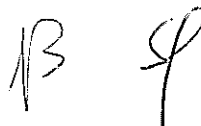
A. Decisions about any proposal seeking to amend the statutes or to dissolve the ASF-Int must be taken by at least two-thirds of the members of ASF-Int.

The "Conseil d'Administration" must notify ASF-Int members at least 12 weeks in advance of the date of the General Assembly which will rule on the said proposal.

B. If the General Assembly is quorate, that is two-thirds of members are present at the meeting, a decision can be taken by a majority of three-quarters of the votes cast. If the meeting is not quorate, the procedure stated in Article 11 shall be followed. In this case, the General Assembly can only pass a valid resolution by the same majority of three-quarters of the votes of the members who are represented.

C. Amendments to the statutes will only take effect after they have been approved by royal decree and after the conditions regarding announcements required by the applicable legislation have been fulfilled.

IV. The "Conseil d'Administration"



Article 14. Composition, election, replacement of "Conseil d'Administration".

A. ASF-Int is administered by a board to be known as the "Conseil d'Administration".

The "Conseil d'Administration" shall consist of a minimum of 5 members and a maximum of 11 members to be called 'Administrateurs'.

B. The "Conseil d'Administration" shall be composed of:

- 1 Chairperson;
- At least 1 Vice-Chairperson;
- 1 Secretary-General;
- 1 Treasurer.
- Additional members as determined by the General Assembly.

The Chairperson, the Vice-Chairperson, the Secretary-General and the Treasurer are elected by the members of the 'Conseil d'Administration'.

C. The members of the "Conseil d'Administration" shall be elected by a simple majority at the General Assembly and will receive a mandate for 2 years.

D. Candidate members for the "Conseil d'Administration" must be proposed by the election preparation committee. Their candidature shall be sent to the Secretary-General at least 4 weeks before the election. The Secretary-General shall send the list of candidate "Administrateurs" to the members at least 4 weeks before the General Assembly, which will appoint the members of the "Conseil d'Administration" after holding a vote.

E. The mandates of the above-mentioned "Administrateurs" shall become effective once the vote has been taken in the General Assembly.

F. The "Conseil d'Administration" may appoint working parties and delegate tasks to the member organisations.

H. "Administrateurs" may be dismissed by an ordinary or extraordinary General Assembly, ruling by a majority of two-thirds of the members represented. Dismissal shall take effect from the day following the ordinary or extraordinary General Assembly. In this event, the General Assembly must proceed to replace the dismissed director immediately by a simple majority so that the new "Administrateur" completes his mandate for the current financial year and subsequently for a term in accordance with the statutes.

I. If the Chairperson in office is dismissed or dies, the "Conseil d'Administration" shall appoint a replacement from among the members of the "Conseil d'Administration". That member shall immediately and fully succeed the outgoing Chairperson.

J. "Administrateurs" can resign by a letter addressed to the "Conseil d'Administration". Resigning "Administrateurs" shall complete their mandates until they are replaced.

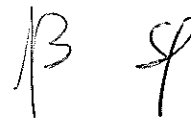
K. In an emergency, if it turns out to be difficult for the "Conseil d'Administration" to consult the General Assembly in advance, the Chairperson, with the approval of the "Conseil d'Administration", shall take the necessary measures, and shall notify these immediately to the members.

L. The "Conseil d'Administration" is, in all cases, obliged to accept any decision validly taken by the General Assembly, and must ensure that it is executed.

Article 15. Convening, decisions, recording of "Conseil d'Administration" meetings.

A. The "Conseil d'Administration" shall meet as and when necessary but at least twice a year after being convened by the Chairperson or vice-Chairperson.

B. An "Administrateur" can arrange to be represented by another director, but the latter is not permitted to hold more than one power of proxy.



C. The Chairperson or Vice-Chairperson shall announce meetings of the "Conseil d'Administration" at least 4 weeks in advance. This announcement must also include the agenda of the meeting and specify the items to be considered and include any useful documents or correspondence.

D. The "Conseil d'Administration" may only validly deliberate if at least half of the "Administrateurs" are present or are represented. Decisions are taken by a simple majority of votes cast. If votes are tied, the Chairperson shall have the decisive vote.

Decisions of the "Conseil d'Administration" are recorded in a register signed by the Secretary-General and the Chairperson which is to be retained by the Chairperson or the Secretary-General at the registered office of ASF-Int. The Chairperson and the Secretary-General shall keep the register available for members of ASF-Int.

Meetings of the "Conseil d'Administration" can be held making use of modern means of telecommunication.

E. The Secretary-General - or the one appointed for the purpose by the "Conseil d'Administration" - shall prepare the minutes of each "Conseil d'Administration" meeting. He/she shall draw up a summary of decisions taken and, following approval by the Chairperson or the Chairperson's representative, will circulate this summary to all the members of the "Conseil d'Administration" and all member organisations within 3 weeks following the date of the meeting.

F. If a vote is required, this shall be taken on a resolution formulated or approved and then recorded by the Secretary-General which is to be included in the minutes of the "Conseil d'Administration" meeting held in due form. Votes are either in favour or against or an abstention - an abstention is deemed to be an invalid vote. The result of the vote shall be recorded along with the resolution in the minutes.

Article 16. Duties of "Conseil d'Administration"

A. The "Conseil d'Administration" has the following duties:

- coordinating the work of ASF-Int
- take care of the finances
- preparing the annual report and the budget
- sending the minutes of all board meetings to member organisations and to the "Conseil d'Administration" at least 4 weeks after the meeting.

B. The "Conseil d'Administration" has comprehensive powers concerning the management and administration, apart from specific duties reserved for the General Assembly. The "Conseil d'Administration" is charged with implementing the decisions of the General Assembly and with drawing up the accounts of ASF-Int.

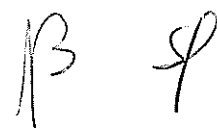
C. The "Conseil d'Administration" may delegate the daily management to its Chairperson or a director or to an employee.

D. The "Conseil d'Administration" may also confer under its responsibility special tasks to one or several persons.

E. The "Conseil d'Administration" shall ensure that the decisions taken by the General Assembly are implemented and shall perform its duties while scrupulously observing these Statutes and the Charter of Hasselt.

F. The "Conseil d'Administration" shall pass resolutions by a majority of the "Administrateurs" present or represented.

G. All acts which bind ASF-Int, except for special proxies, shall be signed either by the Chairperson, or by two "Administrateurs", who will not have to justify to third parties the powers conferred upon them for this purpose.



H. Legal actions, whether as plaintiff or defendant, shall be monitored by the "Conseil d'Administration" represented by its Chairperson or a "Administrateur" appointed for this purpose by the Chairperson.

I. The "Conseil d'Administration" shall give an account of its management to the General Assembly. To this end the "Conseil d'Administration" shall publish an annual report regarding the activities of ASF-Int. A summary of the annual report shall be included with invitations to attend the General Assembly and the report shall be submitted to a vote by the Assembly.

J. The Chairperson is in charge of the general management of ASF-Int, in particular of the "Conseil d'Administration" and of the General Assembly.

The Chairperson shall determine the agenda of the General Assembly.

The Chairperson will be assisted by the two Vice-Chairpersons, each of whom may replace the Chairperson in his absence or at his request.

The Chairperson represents ASF-Int vis-a-vis third parties and may delegate another person to represent ASF-Int.

The Chairperson is a member of the General Assembly and the Conseil d'Administration . The Chairperson has the right to vote within these two bodies. In the event of a tie in the General Assembly or the "Conseil d'Administration", the Chairperson of the "Conseil d'Administration"'s vote shall be decisive. The Chairperson's vote shall be counted when determining a quorum and the necessary majority.

Throughout the mandate, the Chairperson shall ensure that he only serves the objectives and impartial administration of ASF-Int and shall not allow the interests of the member organisation he represents to predominate.

K. The Vice-Chairperson shall assist the Chairperson in all his functions. In the event that the Chairperson is unavailable the Vice-Chairperson shall deputise for the Chairperson by conducting meetings of the "Conseil d'Administration" and, if circumstances so require, represent the Chairperson in order to perform other functions.

The Vice-Chairperson (s) shall not hold any voting rights at the General Assembly on account of their function as Vice-Chairpersons, except if one of them acts as a representative of the Chairperson.

L. The Secretary-General is required to draw up the minutes of the deliberations of the General Assembly and the "Conseil d'Administration" and to send out the convening notices for the meetings of the General Assembly and the "Conseil d'Administration".

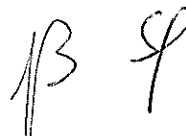
The Secretary-General is more specifically charged with keeping the official records (in particular drawing up the list of all the members and their representatives) and to ensure that these are published in accordance with the applicable legal provisions, if so required. He/she will draw up an annual report on ASF-Int's activities under the direction of the Chairperson and is required to present this report to the General Assembly.

He/she will maintain coordination between ASF-Int's various bodies, between its members and between the various activities undertaken by ASF-Int.

The Secretary-General may appoint employees to form a secretariat, following a resolution of the "Conseil d'Administration".

The Secretary-General will:

- take care of logistics;
- attend all the meetings of the General Assembly;
- ensure, under the guidance of the "Conseil d'Administration", that all the necessary procedures are observed and that all the relevant documents are sent out within the prescribed time limits;
- keep the minutes of each meeting of the General Assembly;
- ensure that mandates are handed over within the prescribed time limits;



- draw up a programme fixing all the meetings of the General Assembly for each year;
- ensure that the debates at the General Assembly are duly recorded.

M. The Treasurer is charged with taking care of the day-to-day financial management of ASF-Int and may on this basis enjoy the support of the secretariat. The Treasurer shall ensure that membership fees are collected from members.

The Treasurer will draw up the annual budget and the annual financial statements and will submit these to be audited by an auditor appointed by the General Assembly.

The Treasurer will submit the financial statements to the General Assembly.

Article 17. Impartiality, remuneration

A. To guarantee the impartiality of ASF-Int's evaluations and financing policies, members of the "Conseil d'Administration" involved in architectural, environmental, town planning or other policies shall ensure that they do not allow their own interests to prevail when such policies are discussed.

B. The members of the "Conseil d'Administration" will not receive remuneration from ASF-Int for the activities of the "Conseil d'Administration". Their mandates are therefore unpaid and of a voluntary nature.

V. Budgets and accounts

Article 18. Financial year, accounting, ethical bank, sponsor policy, auditing

A. The financial year begins on 1 January and finishes on December 31. The first financial year shall commence on the day that ASF-Int is granted legal personality and shall end on 31 December of the following year.

B. The "Conseil d'Administration" is required to submit the accounts for the previous financial year to the General Assembly and a proposed budget for the following financial year.

The General Assembly can decide to create a reserve fund and to determine the amount and the arrangements for each member to contribute to this fund.

C. The financial accounts and the budgets approved by the General Assembly shall be kept available for members at ASF-Int's registered office.

D. ASF-Int shall maintain a bank account at a bank reputed for its ethics and professionalism. Authorisation to make payments in the name of ASF-Int shall be given in accordance with the instructions of the "Conseil d'Administration".

E. ASF-Int is authorised to receive contributions from donors and financial assistance from sponsors subject to the conditions specified by ASF-Int's General Assembly.

F. The General Assembly shall appoint a company auditor every 3 years to verify ASF-Int's accounts.

VI. Dissolution

Article 19. Dissolution, liquidation, liabilities

A. The properly convened and composed General Assembly can decide to dissolve ASF-Int with due observance of the provisions envisaged in Article 13 of these statutes.

B. In the event of voluntary or legal dissolution, the General Assembly shall appoint a liquidator by a simple majority of votes cast. Failing this, if the General Assembly convened to rule on this appointment is unable to reach a decision, the competent Commercial Court in the judicial district where ASF-Int has its registered office shall appoint a liquidator.

C. The liquidator shall realise ASF-Int's assets and purge its liabilities. Any credit surplus shall be transferred to a similar non-profit organisation working towards the similar ends and having the same objectives as ASF-Int.

D. In the event that ASF-Int is dissolved, the members will not be held liable beyond the limits laid down by law and will not be able to claim a share of the surplus assets except for a refund of their membership fees for the current year, but only up to an amount corresponding to the period starting from the effective date of dissolution until 31 December of the year in question. The amounts distributed in this manner shall not exceed the surplus funds.

VII. General provisions

Article 20. Compliance with French law

A. Anything which has not been provided for in the present statutes, specifically the publications to be made in the Annexes to the French "journal officiel", shall be governed in accordance with the provisions of French law.

Article 21. By-Laws

A. The internal regulations known as "By-Laws" can be established, amended and abolished by the General Assembly following a proposal by the "Conseil d'Administration" by a majority of two-thirds of votes cast.

B. Each member and each new member will receive a copy of the current By-Laws. Each new member is expressly required to comply with the said By-Laws.

C. These statutes shall prevail over the By-Laws.

Article 22. Language, currency

A. The official language of ASF-Int is English. Other working languages may be used.

ASF-Int documents shall in all cases be written in the English language.

B. The currency used by ASF-Int is the Euro (€). All transactions between ASF-Int and its member organisations shall be calculated in Euros and paid in Euros, in accordance with the exchange rate of this currency fixed on the date of invoicing the amounts due.

Article 23. Effect of statutes

A. These statutes shall enter into effect on the day that the publication in the French "journal officiel" confirms ASF-Int as a legal person.

PARIS, date

For ASF-Int

M. Jordi BALARI

Chairman

M. Stéphane PLISSON

Vice Chairman


Signature


Signature