

# **Articles of Association of European International Contractors**

passed at the General Assembly on 11<sup>th</sup> January 1984,  
*amended* at the General Assembly on 23<sup>rd</sup> October 1998,  
*amended* at the General Assembly on 07<sup>th</sup> October 2005  
*amended* at the General Assembly on 30<sup>th</sup> April 2010  
*amended* at the General Assembly on 27<sup>th</sup> April 2012  
*amended* at the General Assembly on 21<sup>st</sup> April 2017

as follows:

## **§ 1 General**

1. The Association will bear the name "European International Contractors", abbreviated EIC.
2. Registered office of the association is Berlin.
3. The association is registered in the Vereinsregister (Register of Associations).
4. It shall maintain permanent relations with the Fédération Internationale Européenne de la Construction (FIEC), Paris, which shall be defined in an Agreement between EIC and FIEC.

## **§ 2 Objectives**

1. The EIC, shall as professional association, represent the interests of international contractors affiliated by its members and deal within the scope of the FIEC with all questions arising from international construction.

2. The EIC shall maintain relations with all international and other organisations whose activities are of importance for overseas construction.
3. It shall also maintain relations with organisations with similar objectives in other parts of the world.

### **§ 3 Membership**

1. Ordinary membership

All of the construction federations belonging directly or indirectly to the FIEC and whose own members represent construction contractors active abroad can be members of the EIC. Ordinary membership can be acquired by means of an application for membership. Admission is decided by the Board.

2. Special membership

The General Assembly may invite other European employers' associations whose activities are related to international construction to become, in individual instances and in accordance with agreed provisions, non-voting, special members.

3. Corporate Membership

If and so long as a European country is not represented in EIC with an ordinary member, construction companies from such countries can be corporate members. Admission is decided by the Board on a discretionary basis taking due note of the international turnover, geographical reach, specialisation and corporate responsibility of the applicant company.

#### 4. Associated Company Membership

Individual companies from construction-related sectors with significant international activities can apply for associated membership. Admittance is decided by the Board upon prior consultation with relevant Member Federations. Associated companies may attend the General Assemblies without the right to vote. Membership is granted for a 2-year period and can be renewed; insofar the 2<sup>nd</sup> sentence shall apply.

#### 5. Termination of membership

Membership terminates

- by resignation; such can only be effected with 6 months notice prior to the end of a calendar year;
- by cessation of prerequisites; this can be determined by majority vote in the General Assembly;
- by exclusion; this can be determined by majority vote of the General Assembly.

The most important reasons for exclusion are:

- a) gross violation of the Articles of Association;
- b) non-payment of subscriptions agreed upon, in spite of two reminders.

### **§ 4 General Assembly**

#### 1. Composition

Each ordinary member delegates two Contractors to the General Assembly as voting delegates together with one non-voting permanent federation official. Additional employers may participate without voting privileges.

Corporate members, as a group of national companies, shall be collectively entitled to appoint one voting delegate per country.

Special members will send a number of non-voting delegates. This number will be determined in each individual case.

The members of the Board of the FIEC can participate in the General Assembly in an advisory capacity.

## 2. Meetings

The General Assembly shall be called at least twice per year. The first meeting during the year shall take place before 30<sup>th</sup> April.

At the request of the Board or one third of the members a General Assembly has to take place.

The meeting is called in writing by the President or on his behalf by the Director, stating the agenda and giving three weeks notice. The period of notice commences on the day on which the letter of invitation is mailed.

## 3. Resolutions

The General Assembly constitutes a quorum when at least two thirds of the delegates entitled to vote are present or represented. In case the quorum is not attained, a new Assembly is to be called within three weeks with the same agenda. This Assembly decides without regarding the number of voting delegates present or represented. This circumstance has to be mentioned in the invitation.

Resolutions of the General Assembly are passed by majority of the voting delegates present or represented. A majority of three fourths is necessary to alter the articles of association and to dissolve the association. In case of equality of votes the motion is rejected.

#### 4. Tasks

The General Assembly has, in particular, the following tasks:

- to pass resolutions on principal matters
- the acceptance of special members
- to pass resolutions regarding termination of membership
- the election of President, Vice President, Treasurer and auditors
- the nomination of the remaining members of the Board according to the proposals made by the member associations
- the appointment of the director
- to pass subscription regulations
- to approve budgets and annual reports and determine subscriptions
- to formally discharge the Board and Director
- to pass resolutions regarding changes of articles
- to pass a resolution regarding dissolution of the EIC

#### 5. Minutes

Resolutions passed by the General Assembly shall be minuted and signed by the chairman.

## **§ 5 The Board**

Each Member Federation is entitled to nominate an internationally experienced contractor as a Member to the Board. The President, the Vice President, and the Treasurer constitute the Board in the sense of § 26 BGB (German Civil Code). Each is, in conjunction with a second authorised to represent EIC. In the case of incapacity or absence of a member of the board per § 26 BGB, the remaining two members of the Board alone constitute the Board until a new member is elected.

President, Vice President, and Treasurer are elected by the General Assembly upon proposal of the Board: Their term of office is two years. This can be extended by periods of one year up to a maximum period of five years.

The remaining members of the Board – which have to be delegates – are proposed by the member associations and are nominated by the General Assembly. Their term of office is two years. This can be extended by periods of one year.

The Board remains in office until new election or re-election. Meetings of the Board are called and chaired by the President or in case of his absence by the Vice President. The Board constitutes a quorum if more than half of its members are present. Resolutions are passed with the majority of the members present.

The Board determines the policy of EIC within the scope of the resolutions passed by the General Assembly.

The Board may invite a corporate member representative to participate in a Board Meeting as an observer on a case-by case basis.

## **§ 6 Management**

The Director will at the proposal of the Board be appointed by the General Assembly.

The Director will be in charge of the office. In accordance with the resolutions of the General Assembly and the board, he will carry out the current business of the EIC. He will participate in meetings of the bodies of the EIC in an advisory capacity.

## **§ 7 Members' subscriptions and budget**

Subscriptions will be levied from the members.

During the first meeting of each year, the General Assembly will approve the annual statement of accounts of the previous year and the budget for the current year. It will also determine the amount of members' subscriptions for the current year.

Subscriptions will be explained further in the by-laws.

Berlin, 21<sup>st</sup> April 2017