

ARTICLES OF ASSOCIATION INTERNATIONAL FEDERATION FOR HOUSING AND PLANNING

22 August 2014

NAME, OBJECTS ETC.

1. NAME, REGISTERED OFFICE AND LANGUAGE

The name of the Federation is "International Federation for Housing and Planning". The Federation also carries out activities under the short name "IFHP". The Federation has its registered office in Copenhagen, Denmark. The working language of the Federation is English.

2. OBJECT

The object of the Federation is to create and promote understanding of human settlement issues in a changing world on a non-profit basis and on a basis of neutrality on political, religious and race-related matters.

MEMBERS

3. MEMBERSHIP

Members of the Federation may be natural and legal persons. Membership may be applied for by natural or legal persons who are engaged in practice, policy making, research or education in the field of housing and planning in the broadest sense, or have a stake in decision making at national, regional or local level, and who are committed to the objects in Article 2.

In any given country natural and legal persons that are engaged in the same type as described above are entitled to set up a non governmental National Chapter of the Federation. That National Chapter and each member of that National Chapter is ipso facto member of the Federation.

4. APPLICATION FOR MEMBERSHIP

**International
Federation for
Housing and
Planning**

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Application for membership must be made to the CEO via the website, by email or in writing. At any time, the Federation may demand documentation that members meet the conditions for being member.

The Board will decide on admission to membership on the basis of the criteria laid down in Article 3. The applicant will be informed by e-mail or in writing of the decision to grant membership. If the Board decides not to grant membership the applicant will be informed of the reasons for the decision. Where an applicant has been refused membership the Council cannot subsequently decide to admit that applicant as member.

The Board can at any time lay down rules and guidelines for the National Chapter membership, which the National Chapter member has to comply with.

5. CESSATION AND TERMINATION OF MEMBERSHIP

Membership will cease without notice in the event that conditions for membership are no longer met. Resignation must be by e-mail or in writing.

Cessation of membership will not imply a claim on any part of the assets of the Federation. The member cannot demand the rendering of accounts nor the reimbursement neither of subscription fees nor of any other dues of whatever nature paid by or on the behalf of themselves or by third persons.

Termination of a membership may be decided by the Board after consulting the member concerned if the member does not support the object of the Federation any longer and/or for not regularly paying the subscription fee. Such member will be informed by e-mail or in writing. Any membership so terminated may within one month lodge a written appeal against such termination with the Council which will give a final ruling upon the matter at the next Council Meeting.

6. ANNUAL SUBSCRIPTION FEE

The members must pay a yearly subscription fee determined by the Board and approved by the Council. The membership becomes effective after payment of the subscription fee. The Board may in special cases grant full or partial exemption from the obligation to pay the subscription fee.

Members will not be liable for the liabilities and obligations of the Federation.

ELECTION OF THE COUNCIL

7. COMPOSITION AND ELECTION

The Council has no more than three members from any given country. Elections will be held every third year. Council Elections will be issued and announced by the President or in his/her absence the Deputy President before the end of February stating the period which the election is to be held. Elections must be held no later than by the end of March.

A National Chapter member of any given country can appoint one member of the Council and the Council Election will in that case only concern a maximum of two other members of the Council for this country. The member of the Council which is appointed by the National Chapter member will be appointed according to the council election procedure laid down by the National Council.

The Council may lay down in Council Election Rules more detailed rules about elections to the Council, including rules for the election procedure, voting and notification of candidates etc. according to Article 15.

8. ELIGIBILITY

Eligible for the Council are members with permanent residence in the country in question. By legal persons the registered address of the legal person is decisive. Legal persons are to be represented in the Council by a member of the management or their appointee.

At the time of the nomination, the candidates must have been members of the Federation for at least 6 months and all subscription fees must be paid.

9. TERM OF OFFICE, RE-ELECTION ETC

Members of the Council are elected for a period of 3 years. Candidates over 70 years of age cannot be elected. Re-election can take place.

A member of the Council must resign at the end of the year in which the member in question turns 70 years.

If a member of the Council ceases to meet the conditions for sitting on the Council, or if a vacancy arises for some other reason, a new member is to be elected at the next ordinary Council Election, unless the Board decides to hold an extraordinary Council Election.

10. NOMINATION OF CANDIDATES

Nomination for the Council must take place by e-mail or in writing to the Federation at the latest on 15 January at 23:59 CET. Furthermore, the Board can nominate a number of candidates corresponding to the number of members for the Council to be elected at the Council Elections, however at the latest in the notice for the Council Elections.

11. VOTING

All natural persons or legal persons, no matter residency, who are members of the Federation at the time of announcement of the Council Elections have a right to vote at the Council Elections. Each natural person has the right to cast one vote and each legal person has the right to cast two votes. Legal persons are to be represented by a member of the management or their appointee.

THE COUNCIL

12. AUTHORITY AND COMPOSITION

The Council has the highest authority of the Federation unless otherwise stated in these Articles of Association.

The members of the Council will take office on 1 April following their election.

Members of the Federation may attend the Council Meetings as observers without any voting rights.

13. ORDINARY COUNCIL MEETINGS

The ordinary Council Meeting must be held each year in the period from April and the latest by the end of November.

Ordinary Council Meetings must be announced on the Federation's website no later than 2 month prior to the Ordinary Council Meeting with a call for notification of candidates to the Board and Presidential candidates as well as the time, date and place of the ordinary meeting of the Council.

Ordinary Council Meetings can also be convened by the President or in his absence the Deputy President with no less than 21 days' notice by e-mail or in writing to each member of the Council. The agenda, the annual report, any proposals and a list containing information on the candidates nominated for elections to the Board and as President must be forwarded with the invitation to the meeting or no less than ten days before the meeting.

Proposals to be included on the agenda may be submitted by each member of the Council, but they must be notified by e-mail or in writing to The Federation no later than 1 month prior to the Council Meeting.

The President is appointed as chairman to lead the Council Meeting.

The agenda must as a minimum include the following items:

1. Approval of the annual report
2. Approval of subscription fees and the principles of the budget.
3. Proposals from the Board and members of the Council
4. Election of the President and the members of the Board.
5. Election of auditor.
6. Any other business.
14. EXTRAORDINARY COUNCIL MEETINGS

Extraordinary Council Meetings may be held when the Board considers it necessary or no less than one-third of the members of the Council submits a request for a meeting by e-mail or in writing to the Board, stating the matters they wish to discuss.

The Board will hold the extraordinary Council Meeting no later than two months after the request. The President must convene the extraordinary Council Meeting by letter or e-mail to

each member of the Council no later than 21 days before the meeting. The agenda and any proposals must be enclosed. The President is appointed as chairman to lead the extraordinary Council Meeting.

14. QUORUM AND VOTING

The Council Meeting will have a quorum when at least one-half of the members of the Council are present or represented by proxy.

If the Council does not have a quorum, the Board may convene an extraordinary Council Meeting according to Article 14. At the new meeting, decisions can be taken when two-thirds of the members present and the proxies representing members of the Council vote in favour thereof.

Each member of the Council has one vote. A member of the Council may attend in the person of another member of the Council appointed as proxy pursuant to a written power of attorney. However, no member of the Council may have charge over more than two votes in addition to their own.

Decisions will be adopted by a simple absolute majority, unless otherwise stated in these Articles of Association.

Changes of the objects of the Federation in Article 2 of the Articles of Association and dissolution according to Article 31 can only be adopted when no less than $\frac{3}{4}$ of the members present and the proxies representing members of the Council vote in favour thereof.

Other changes of the Articles of Association can only be adopted when no less than two-thirds of the members present and the proxies representing members of the Council vote in favour thereof. Council Election Rules, changes hereof and other decisions can only be adopted if no less than half of the members present and the proxies representing members of the Council vote in favour thereof.

THE BOARD

15. AUTHORITY

The Board is responsible for the overall management of the Federation.

Remuneration, subsistence allowance and rules for refunding travelling expenses to members of the Federation's elected bodies will be laid down by the Board.

16. COMPOSITION AND APPOINTMENT

The Board is to be composed of 6 members who are to be elected as follows:

- a) The Council will elect one member of the Council as President of the Board.
- b) The Council can further elect five members to the Board. These members of the Board must be members of the Federation but need not be members of the Council.

The President and the members of the Board will be elected for a period of two years. The President and two members will be elected in even years and the three other members in uneven years. It is possible to be elected three times as member of the Board and three times as President, unless the Council accepts further extension due to exceptional circumstances. Candidacy to President or member of the Board must be notified by e-mail or in writing to the Federation no later than 23.59 CET on 1 August.

In addition, although no later than the notice of the meeting, the Board may nominate a number of candidates corresponding to the number of members of the Board to be elected at the meeting of the Council.

The Presidential candidate receiving the most votes is elected and the candidates for the Board receiving most votes are elected. In the event of parity of votes the election will be decided by drawing lots. The President is responsible for the drawing of lots unless he/she is a candidate. In that case the Deputy President is responsible for the drawing of lots.

A member of the Board must resign at the ordinary meeting of the Council in the year in which the member turns 70 years old.

The Board is to after each ordinary Council Meeting elect from amongst its members a Deputy President to act as proxy for the President in his or her absence and if necessary a Treasurer. If the President or a member of the Board ceases to meet the conditions for sitting on the Board, or if a vacancy arises for some other reason, a new President or member is to be elected at the next ordinary Council Meeting, unless the Board decides to hold an extraordinary Council Meeting.

17. CONVENING OF MEETINGS

Meetings of the Board will be convened by the President or in his/her absence the Deputy President. A member of the Board, the chief executive officer (CEO) or the auditor can request that the Board be convened according to the Board Procedure, cf. Article 22.

18. QUORUM AND VOTING

The Board will have a quorum when no less than three members are present. In order to be valid, any decision must be endorsed by more than one-half of the members present. In the event of parity of votes, the President, and in his/her absence the Deputy President, will have the casting vote.

19. ATTENDANCE BY THE CEO AND THE AUDITOR

The CEO and the auditor are entitled to attend and speak at the meetings of the Board unless otherwise stipulated by the Board in the individual case.

The auditor will always be entitled to attend meetings of the Board when matters relevant to auditing or the presentation of the annual report are addressed. The auditor can participate in treatment of such matters where such participation is requested by just one member of the Board.

20. MINUTE BOOK

Negotiations within the Board will be minuted, and the minute book must be signed by all members present and sent to all members. A member, the CEO or the auditor who does not agree with decisions made by the Board are be entitled to have their views included in the minutes.

21. RULES OF PROCEDURE

The Board must lay down more detailed provisions for the execution of its business in the Board Procedure.

22. POWER TO BIND

The Federation is bound by signatures of

1. the Board collectively,
2. of the President individually,
3. of the CEO with the Deputy President or the Treasurer jointly, or
4. by the Deputy President and the Treasurer jointly.

23. POWER OF PROCURATION

The Board may notify power of procuracy individually or collectively.

THE CEO AND OTHER EMPLOYEES

24. COMPOSITION

The Board will employ a CEO.

25. AUTHORITY

The CEO will be responsible for the day-to-day management of the Federation and in doing so he/she must comply with the guidelines and instructions issued by the Board. The Board will prepare a set of instructions delineating the transactions the CEO may authorise without submitting them in advance to the Board.

26. OTHER EMPLOYEES

The CEO will employ the personnel necessary.

ASSET MANAGEMENT, ANNUAL REPORT AND AUDIT

27. ASSET MANAGEMENT

The Board will adopt guidelines for management and placement of assets.

The Board will ensure that bookkeeping and asset management is controlled in a satisfactory manner in accordance with the current situation of the Federation. The CEO must ensure that bookkeeping by The Federation takes place in observance of the relevant statutory regulations and that asset management is carried out appropriately.

28. ANNUAL REPORT

The accounting year for the Federation will be the calendar year.

The annual report must be prepared in accordance with more detailed regulations laid down by the relevant authorities.

29. AUDIT

The Council will elect the auditor according to relevant legislation or otherwise decided by the Council.

DISSOLUTION AND ENTRY INTO FORCE

30. REQUIREMENT FOR A MAJORITY

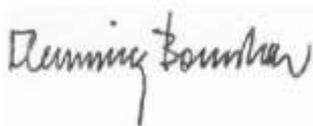
Proposal to dissolve the Federation can only be adopted when no less than $\frac{3}{4}$ of all those present, and proxies representing members of the Council, vote in favour of the proposal at two successive Council Meetings held with an intervening period of at least one month and no more than three months.

After payment of all liabilities, the remaining assets of the Federation are to be used to promote the social and charitable objects stated in Article 2.

31. ENTRY INTO FORCE

These Articles of Association enters into force on 22 August 2014.

Date:



Flemming Borreskov

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