

*EUROPEAN ASSOCIATION
FOR A SUSTAINABLE URBAN DEVELOPMENT*

« SUDEN »

The undersigned:

Catherine Charlot-Valdieu, Philippe Outrequin, Christian Faliu

Establish the written statutes below:

STATUTES

Article 1: Name

A non-profit making international association is hereby established in accordance with the French law 1st of July 1901 and the decree 16th of August 1901 under the name EUROPEAN ASSOCIATION FOR A SUSTAINABLE URBAN DEVELOPMENT and as acronym SUDEN (Sustainable Urban Development European Network).

Article 2: Purpose

The purpose of this European and international association is about:

- Communication, dissemination and awareness;
- Animation,
- Publication,
- Thinking and applied research,
- Training,
- Engineering.

as regards sustainable urban development at the different territory scales (buildings, neighbourhood, city, conurbation, region, country...).

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Article 3: Head Office

The head office is set up in Valbonne Sophia Antipolis, 363 avenue de Pierrefeu, F – 06 560. It could be transferred on simple decision of the Board of Administration; the ratification by the General Assembly will be necessary.

Article 4: Membership

The association is composed of legal entities and natural persons:

The association comprises three Colleges:

- The first College gathers the founder members
- The second College comprises legal entities, active members or members but also natural persons: associations, companies, any other natural organisations and also local and regional communities
- The third College includes honorary members, associated partners and donors.

Article 5 : Duration

Its duration is limited to 99 years, except if the General Assembly decides an extension of time.

Article 6 : Admission

In order to be a member of the Association, the Executive Board which rules on will have to approve admission requests presented by legal entities, natural persons and similar categories (2nd College). The unanimity of the Executive Board members is required.

The admission of honorary members and associated partners will be done under the proposal of one of the Executive Board members and have to be unanimously decided.

Article 7: Colleges composition

All legal entities or natural persons that pay an annual fee, fixed each year by the General Assembly, are active members of the college of founder members (1st college) or of the college of legal entities and natural persons (2nd College).

Only these members have a voting right at the general assembly.

Honorary members and associated partners or donors (third college) do not have to pay fees but they do not vote at the general assembly.

Article 8: Striking out

The position as member of the association is lost in case of: a) dismissal; b) death; c) if the striking out is pronounced by the Executive Board for a non payment of the annual fee or for serious motive, the one concerned being invited by registered mail to present oneself in front of the Executive Board to provide with explanations.

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Article 9 : Funds

The funds of the Association are composed of: 1) membership fees; 2) subsidies of any public or private organisation, payments for services rendered by the members of the association or its staff and also donations and legacy.

Article 10: Administration Board

The Association is lead by an Administration Board of nine members at the maximum, elected for one year by the General Assembly. The members are re-eligible.

Three members at the maximum can represent the first College.

The second College can be represented by six members at the maximum.

The Administration Board chooses among its members, using secret ballot, an Executive Board composed of a President, a Treasurer and a Secretary.

In case of vacancy, the Executive Board stands in, if necessary and temporarily, for the vacant member. The power of the members elected this way has an end when the mandate of the members substituted normally expires. Their definitive substitution is being proceeded when the next General Assembly takes place.

Article 11: Meeting of the Administration Board

The Administration Board meets at least once every six months by the President convening or on the request of one fourth of its members.

All decisions must be taken at the simple majority, in case the number of votes against a motion equals the number of votes for, the President shall have the casting vote. Every Administrative Boarding member who does not assist in three consecutive meeting, without excuse, can be considered as resigning. Nobody can be part of the Administrative Board if he/she is under age.

Article 12: Ordinary General Assembly

The Ordinary General Assembly comprises every active members of the association whatever its status.

It meets at least once a year and each time the Administration Board or one fourth of its members convenes it. Each member can be represented by another member given he / she is up to date with its fees and has a writing mandate.

Fifteen days at least before the fixed date, the Secretary convenes the members of the Association. The agenda is fixed and revealed in the notification to attend. From this date, requests for agenda modification shall be addressed to the Executive Board able to rule on.

The President, assisted by the members of the Executive Board, presides over the Assembly and exposes the moral situation of the Association (Moral report).

The Assembly approves the accounts for the financial year (Financial report), votes the budget of the next financial year and renews the Administration Board; it allows the membership to a federation or an union.

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It confers to the Administration Board and to some members of the Executive Board all authorisations to carry out operations relating to the mission of the Association and for which statutory powers are insufficient. Besides, it deliberates over any issue fixed in the agenda requested and signed by one fourth of the members of the Association and brought to the Executive Board thirty days before the meeting.

It is proceeded when the discussion of the agenda is finished to the substitution, at the secret ballot per College, of the retiring members.

Only issues set in the agenda shall be discussed during the General Assembly.

Article 13: Extraordinary General Assembly

The Extraordinary General Assembly has an extraordinary character when it rules on modifications linked to the statutes. It can decide dissolution and attributions of the Association property, merger with a similar association (same purpose).

Such an Assembly shall be composed at least of one fourth of its active members. It shall be ruled on with a majority of three fourth of the votes of present members. The members prevented from coming can be represented by a member given he / she is up to date with its fees and has a writing mandate.

An attendance sheet shall be signed and certified by the members of the Executive Board.

If the quorum is not reached during the meeting of the Extraordinary Assembly on a first convening, the Assembly shall be convened once again by an individual notification, it can be joined with a notification published in a local newspaper, with a two weeks delay. During this meeting, it shall be able to deliberate whatever the number of present members.

The Assembly elects its Executive Board among the present members; this Office is composed of a President, a Secretary and two scrutineers.

Article 14: Internal Regulation

The Administration Board can establish an internal regulation, which then shall be approved by the General Assembly. This possible regulation lay down the details where the statutes do not rule on, especially the ones concerning the internal administration of the Association.

Article 15: Dissolution

In the event of dissolution, pronounced by two third at least of the present members to a General Assembly especially convened for this issue, one or several liquidators shall be appointed by this latter and the assets and liabilities, depending on the situation, are devolved in accordance with the Law (Article 9 of the Law of the 1st July 1901 and the decree of the 16th August 1901).

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Object : modification of the statute of the Association

EUROPEAN ASSOCIATION FOR A SUSTAINABLE URBAN DEVELOPMENT

« SUDEN »

Valbonne, the 17th of September 2004

Mister the administrative superintendent,

By the extraordinary general assembly of the 17th of September 2004, we proceeded to the statutes modification of the « European association for a sustainable urban development » or « SUDEN » whose head office is located in Valbonne Sophia Antipolis, 363 avenue de Pierrefeu (F - 06 560).

You will find attached the report of this extraordinary general assembly.

Enclosed a copy, duly approved, of the new statutes of the association.

Yours sincerely,

Catherine Charlot-Valdieu
President

Philippe Outrequin
Treasurer

Christian Faliu
Secretary

EUROPEAN ASSOCIATION FOR A SUSTAINABLE URBAN DEVELOPMENT
« SUDEN »¹

Head Office : 363 avenue de Pierrefeu - VALBONNE SOPHIA ANTIPOLIS F - 06 560

**EXTRAORDINARY GENERAL ASSEMBLY'S
OFFICIAL REPORT**

(held the 17th OF SEPTEMBER 2004)

AND THE AMENDMENTS ADOPTED

The extraordinary general assembly took place in the office of the School of Architecture Paris Val de Seine, 14 rue Bonaparte 75 005 PARIS, seventeenth of September two thousand four, at 3:15 PM.

Eighteen active members were presents out of a total of twenty-eight members (see the attached page).

Moreover, five “mandates” were sent.

At the total, the extraordinary general assembly gathered 23 members and mandates ie 82% of the members, the quorum was reached.

Catherine Charlot-Valdieu presides the meeting.
Philippe Outrequin is the secretary of the meeting.

First resolution

The members here decide to modify the acronym of the association which will be « SUDEN » corresponding to « Sustainable Urban Development European Network ».

This new acronym replaces the old one « HQE2R » in every writings and documents of the association.

Therefore, it is proposed to modify article 1:

Article 1: Name

A non-profit making International association is hereby established in accordance with the French Law 1st of July 1901 and the decree 16th of August 1901 under the name EUROPEAN ASSOCIATION FOR A SUSTAINABLE URBAN DEVELOPMENT with SUDEN (Sustainable Urban Development European Network) as acronym.

This proposition was submitted to the vote and was adopted unanimously.

¹ Sustainable Urban Development European Network

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Second resolution

The members decide to modify the article 4 relating to the composition of colleges. They do not wish to keep the distinction between the college of natural persons and legal entities as long as there are still many differences inside these colleges. Also, this first distinction has no utility.

The members wish to create a college of members of honour and associate partners who by choice or by their statute can not be members. The new article 4 is proposed as following :

Article 4: Membership

The association is composed of legal entities and natural persons:

The association comprises three Colleges:

- The first College gathers the founder members;
- The second College comprises legal entities, active members or members but also natural persons: associations, companies, any other natural organisation and also local and regional communities;
- The third Colleges includes honorary members, associated partner and donors.

This proposition was submitted to the vote and was adopted unanimously.

Third resolution

In coherence with the previous decision, articles 6 and 7 are changed as follow :

Article 6 : Admission

In order to be part of the Association, the Executive Board which rules on will have to approve admission requests presented by legal entities, natural persons and similar category (2nd College). The unanimity of the Executive Board members is required.

The admission of honorary members and associated partners or donors will be done under the proposal of one of the Executive Board members and have to be unanimously decided.

Article 7: Colleges composition

All legal entities or natural persons that pay an annual fee fixed each year by the General Assembly are active members of the founder members college (1st college) or of the college of legal entities and natural persons (2nd College).

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Article 10: Administration Board

The Association is lead by an Administration Board of nine members at the maximum, elected for one year by the General Assembly. The members are re-eligible.

Three members at the maximum can represent the first College.

The second College can be represented by six members at the maximum.

The Administration Board chooses among its members, using secret ballot, an Executive Board composed of a President, a Treasurer and a Secretary.

In case of vacancy, the Executive Board stands in, if necessary and temporarily, for the vacant member. The power of the members elected this way has an end when the mandate of the members

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substituted normally expires. Their definitive substitution is being proceeded when the next General Assembly takes place.

This proposition was submitted to the vote and was adopted unanimously.

Fourth resolution

M. Outrequin is in charge of carrying out the formalities required by the Law.

This proposition was submitted to the vote and was adopted unanimously.

The agenda is exhausted, the session is over.

Done in Paris, the 17 th of September 2004

The President

C. Charlot-Valdieu

The secretary of the session

P. Outrequin