

STATUTES FOR THE EC3 EUROPEAN COUNCIL FOR COMPUTING IN CONSTRUCTION

1. Dr. Esin Ergen, born in Istanbul, Turkey on 14th of April 1975, living in Konaklar Mah. Oyak Sitesi, 33A D: 1 4 Levent -Istanbul, 34330, Turkey.
2. Dr. Dimitrios Rovas, born in Athens, Greece, on 18th of June 1975, living in 5 Tyger House, 7 New Warren Lane, SE18 6NG, London, United Kingdom
3. Dr. James O'Donnell, born in Galway, Ireland, on 9th of August 1979. Dr. James O'Donnell - 8 The Willows, Oakleigh Wood, Tulla Road, Ennis, Co. Clare, Ireland.
4. Dr. Pieter Pauwels, born in Lier, Belgium on 10th of November 1985, living in Repelstraat 19, 9100 Sint-Niklaas, Belgium.
5. Dr. Symeon Christodoulou, born in Nicosia, Cyprus on 31st of May 1967, living in 5, Georgios Scholarios Street, Strovolos, Nicosia, Cyprus 2047.

Which partners prepare the statutes of a non-profit association in accordance with the Law of 23 March 2019 that introduces the Legal Code for companies and associations, published in the Belgian Official Gazette ('Belgisch Staatsblad') of April 4, 2019, hereinafter called the WVV.

The statutes of this association are established as follows:

1. THE ORGANISATION

Article 1 – Name

The association bears the name "European Council for Computing in Construction" (EC3). All deeds, invoices, announcements, expenses and other documents issued by the association must state the name of the association, immediately preceded or followed by the words "non-profit association".

Article 2 – Seat

The seat of the association is located in the Flemish Region. This seat may be transferred to another place in the same Region by decision of the EC3 Board. To transfer the seat to a location outside this Region, a revision of statutes is needed, which is voted upon in a General Assembly. The EC3 Board can set up offices and branches where deemed useful.

Article 3 – Purpose and Subject

The European Council on Computing in Construction (EC3) advances professional knowledge and improves engineering practice in the built environment by fostering research, education and policy in current and emerging computing and information technologies. In order to achieve or promote this societal goal, the association can use all means. It is authorized to retain ownership of or to use all movable and immovable property that may be necessary or

useful for the realization of its purpose. The association can set up scientific and / or organizational committees within its organisation.

In correspondence with the above purpose, the following activities are the subject of EC3:

- Organization of scientific and educational conferences (EC3 Conference) and summer schools (EC3 Summer School);
- Publication of white papers and position papers;
- Publication of conference publications;
- Organizing and facilitating administrative and technical committees, according to the internal regulations, where current and emerging computer and information technology for engineering practice in the construction sector is discussed and gradually renewed;
- Advertising the EC3 mission in the relevant communities through available media (website, mailing, events, social media, etc.);
- Participation as an independent and neutral network partner or supporting partner in scientific research projects;
- Advising EC3 members and policy makers on the basis of EC3 publications and results.

Article 4 – Duration

The association is established with the perspective of unlimited duration.

2. THE MEMBERS

Article 5 – Membership

The association is composed of an unlimited number of Members. The number of Members may not be less than three. A Member is an individual person, not an organisation. At all times, the list of Members is maintained at the premises of the organisation. Anyone on this list is a Member; anyone who is not on this list, is not a Member. The list is updated every year in the General Assembly according to the procedure in Article 8.

Article 6 – Members

The Members are:

1. all EC3 Board Members (see Article 23);
2. the chairs of the EC3 Technical and Administrative Committees;
3. everyone that successfully went through the procedure in Article 8.

Article 7 - Member duties and rights

EC3 Members are expected to:

1. Provide EC3 with information about modern technical, managerial and policy challenges related to the mission of EC3.
2. Help to disseminate the outcomes of the EC3.
3. Take part in the General Assembly, as defined in Article 12 and following, and approve the work of the EC3 Board and to help shape the vision and the direction of EC3.
4. Pay an annual membership fee. This fee shall be set annually by the EC3 Board as part of the General Assembly.

5. Follow the Internal Regulations available on the association's webpage (<https://ec-3.org/mission-statement-and-the-objectives/>), as well as at the address of the EC3 seat.

EC3 Members have the right to:

1. Be up to date with the latest modern technical, managerial and policy challenges in their country that are relevant to EC3's mission;
2. Have access to the documents and minutes produced by the various committees of EC3;
3. Co-decide about the future, the strategy and the policy of EC3 through the General Assembly (including full voting rights).

Article 8 – Acceding Members

Anyone wishing to become a Member must submit an application to the EC3 Board. The candidacy is reviewed by the EC3 Board. She is posted for eight days in the premises of the association. The EC3 Board will examine the candidacy and the eligibility of the candidate during its next meeting. Decisions are communicated at the General Assembly, after which the member list is updated (Article 5). No appeal is possible against the EC3 Board's decision, which must not be substantiated. The decision is notified to the candidate in writing. Acceding Members who have not been accepted can only re-apply one year after the date of the decision.

Article 9 – Membership withdrawal

Withdrawal from EC3 membership is possible in a number of ways:

1. Members can withdraw themselves from the association at any time. Such decisions are communicated to the EC3 Board by written notice.
2. Members who have not paid their membership fee within two months after the General Assembly is deemed to resign.
3. A Member is excluded by a two-thirds majority vote of the General Assembly (two thirds of present Members).

The EC3 Board may suspend Members who have committed a serious violation of the articles of the association or of the standards of honor and prudence until the decision of the General Assembly.

Article 10 – Resignation

The Member who resigns or is excluded is not entitled to the social property, and cannot claim restitution of the paid membership fee, or demand compensation for the services rendered. A resigning or excluded Member cannot request access to the accounts of the association nor have any stamps issued or an inventory of assets claimed.

3. THE GENERAL ASSEMBLY

Article 12 – Members

The General Assembly consists of all EC3 Members.

Article 13 – Power of the General Assembly

The General Assembly is the most important part of the association. It possesses the powers granted to it by law and by these statutes.

In particular, the following competences belong to the General Assembly:

1. amendments to the articles of association;
2. the appointment and removal of EC3 Board Members;
3. the approval of the annual accounts and the budget;
4. the voluntary dissolution of the association;
5. the approval and exclusion of Members.
6. the conversion of the non-profit association into an international non-profit association (ivzw), a cooperative company recognized as a social enterprise or into a recognized cooperative society social enterprise;
7. all other cases in which statutes or the law so require.

Article 14 – Meeting frequency

The General Assembly must be convened once a year, within 6 months after the end of the financial year according to law. At any time, an extraordinary General Assembly of the association can be convened by a decision of the EC3 Board or at the request of at least one-fifth of Members. Every meeting is held on the day, the hour and the place mentioned in the meeting invitation. All Members must be invited. Members can take part remotely using telephone conference technology.

Article 15 – Meeting invitation

The General Assembly is convened by the EC3 Board by a written invitation, signed by the secretary, which is sent to each Member at least fifteen days before the meeting. The agenda is mentioned in the meeting invitation. Except in the cases provided for in the Law of 23 March 2019, the meeting can validly deliberate on the items that are not mentioned on the agenda.

Article 16 – Participation and representation

Every Member has the right to attend the General Assembly. He/she can be represented by a representative who must also be a Member of the association. Each Member can only represent one other Member. Quorum is attained when a majority of EC3 Board Members is present.

Article 17 – Member requests

The General Assembly must be convened by the EC3 Board if more than one fifth of the Members apply for it. Likewise, every proposal signed by one fifth of the Members must be on the agenda.

Article 18 – Meeting chair

The General Assembly is chaired by the EC3 Board (Chair).

Article 19 – Voting

In the General Assembly, all Members have equal voting rights. Decisions are taken by simple majority of the votes of the present and represented Members. In the event of an ex aequo, the vote of the Chair or his representative is decisive.

Article 20 – Changing the association

The General Assembly can only validly decide on the cessation of the association or the amendment to the articles of the association if the provisions of the Law of 23 March 2019 concerning non-profit associations are observed.

Article 21 – Meeting minutes

The decisions of the General Assembly are registered in the meeting minutes and are signed by the Chair and at least one other EC3 Board Member. These minutes are kept at the seat of the association where all Members can inspect it on the spot. All Members or third parties can request excerpts of the General Assembly minutes. Every amendment to the articles of association must be published in the annexes to the Belgian Official Journal (Belgisch Staatsblad) within one month after the General Assembly. This also applies to every appointment, withdrawal or dismissal of an EC3 Board Member.

4. THE EC3 BOARD

Article 22 – EC3 Board duties

The association is governed by the EC3 Board. The EC3 Board is responsible for overall policy and direction of the EC3, and may delegate responsibility of day-to-day operations to the committees and/or staff.

The EC3 Board has four (4) main duties:

1. Administer the conduct and activities of the EC3.
2. Gather information on the latest technical, managerial and policy challenges relevant to the EC3 mission, and disseminate these to the EC3 Members.
3. Collect the outcomes of the work conducted by the EC3 Members and disseminate them to the public.
4. Report the activities of EC3 to its Members (General Assembly).

Article 23 – EC3 Board structure

The EC3 Board shall have up to ten (10), but no fewer than three (3) persons. The roles of the EC3 Board Members shall be Past-Chair, Chair, Vice Chair, Secretary, Treasurer, and zero or more elected EC3 Board Members.

Article 24 – EC3 Board Member eligibility

Past-Chair, Chair, Vice Chair, Secretary, and Treasurer must hold an academic post equivalent to that of tenured “Assistant Professor” or higher in a Higher Education Institution (HEI) whose main campus is located in a European country. In this document, European country is defined as “country located in Europe or associated country as specified by the European Commission at the time of any appointment”. The other EC3 Board Members must either (i) hold a PhD degree and an academic post in a Higher Education Institution (HEI) whose main campus is in a European country, or (ii) hold an equivalent medior to senior industry post in a private or public sector firm and reside in a European country. Should an EC3 Board Member no longer be eligible for their current post, they are required to submit their resignation letter to the EC3 Board’s Chair within one (1) month.

Article 25 – EC3 Board Member duration

All EC3 Board Member appointments have a two (2) year tenure, except the Treasurer. Treasurer appointments have a ten (10) year tenure. EC3 Board Member appointments are not eligible for renewal. Individuals who have served a full term of appointment in any EC3 Board Member role are not eligible to serve in the same role in the future.

The tenure of EC3 Board Members starts at their appointment in the General Assembly and ends at their resignation in the General Assembly. A hand-over period of approximate three months is maintained after the General Assembly to ensure an appropriate transition between EC3 Boards.

Article 26 – Becoming an EC3 Board Member

At the end of a two-year term of a EC3 Board Member: a) the Past-Chair shall exit the EC3 Board, b) the Chair, Vice Chair and Secretary shall be appointed as Past-Chair, Chair and Vice-Chair respectively, and c) a new Secretary shall be appointed. EC3 Board Members who are unwilling to accept the automatic new appointment must notify the EC3 Board at least six (6) months in advance to allow the EC3 Board time to replace them before the term ends.

The Treasurer and the Secretary posts, as well as any other EC3 Board Member replacements are filled by election. The election takes place in person at the General Assembly following the regular voting procedure defined in Article 19. Any Member (see Article 6) is eligible to becoming a EC3 Board Member, provided they are eligible according to Article 24. A person may not simultaneously hold two EC3 posts.

Article 27 – Temporary Appointments to Vacancies

If an EC3 Board Member post becomes vacant for any reason (such as resignation, removal), the EC3 Board shall make a temporary appointment until the end of the current appointment period. An appointment or election for the vacated office shall be made in accordance with the requirements in Articles 22-26 at the earliest practical time.

Article 28 - Removal of EC3 Board Members

The EC3 Board holds the rights to suspend an EC3 Board Member for cause for up to six (6) months, after approval of two-thirds of the rest of the EC3 Board. Grounds for removal shall be included in any motion to remove. The EC3 Board Member suggested for removal shall be given an opportunity to make a rebuttal prior to the vote on the motion for removal.

Article 29 – EC3 Board meetings

Regular EC3 Board meetings may be conducted either exclusively in-person or in-person with one or more participants contributing via electronic means, or exclusively via electronic means. Each EC3 Board meeting has an agenda defined and shared by the Secretary, and minutes taken by the Secretary.

Article 30 – Communications

Formal inquiries relating to the EC3 Board should be directed to the Chair and recorded by the Secretary. All replies to such inquiries shall be made through the Chair. These communications shall make it clear that they are responses from the EC3 Board.

Each EC3 Board Member is entitled to represent the full EC3 Board towards external third parties. The treasurer is therefore also entitled to perform financial operations independently, provided that they are communicated and agreed upon beforehand in an EC3 Board meeting.

Article 31 – Appeals

Any person dissatisfied with a decision shall follow the approved procedures for providing input to the EC3 Board, as specified in Article 30. If the dissatisfaction does not get resolved through this procedure, an appeal can be made to the General Assembly, after which a voting procedure is invoked with defined voting rules (Article 19).

Article 32 – Personal obligations and remuneration

EC3 Board Members do not take up any personal obligation by entering the EC3 Board. Their liability is limited to the fulfillment of the order given to them by the association. The mandate of EC3 Board Member is unpaid.

5. BUDGET AND ACCOUNTS

Article 33 – The financial year

The association's financial year is started and closed together with the financial year in Belgium: 1 January to 31 December. At the end of each financial year, the EC3 Board closes the accounts of the expired year, and prepares the inventory and balance sheet and the budget for the following year (Treasurer). These are subject to the approval of the General Assembly. The accounts and budget shall be notified to the EC3 Members at least eight days before the General Assembly, who can then request further detail if needed.

Article 34 – Budget and finances

The positive balance increases the assets of the association, and can under no circumstances be paid to the Members by way of dividends or in any other way.

6. CESSATION AND CLEARANCE

Article 35 – Dissolving the association

The association is not dissolved by the death or resignation of a Member, insofar as the number of EC3 Members does not become less than three as a result. The association can be dissolved before the end of its term by a resolution of the General Assembly meeting in accordance with the Law of 23 March 2019 or by a court decision. In the event of voluntary dissolution, the General Assembly meeting, or in case the General Assembly is absent, the court appoints one or more liquidators, their authoritative power and the manner of liquidation of the debts and of the realization of the goods.

Article 36 – Clearance of owned assets

In the event of dissolution, the active assets of the association will be transferred, after debts have been cleared, to the association, foundation or institute that pursues the same goal as the association established through this deed. If there are several such institutions, the General Assembly will make a choice, or agree to divide the goods among the eligible institutions. If no institution is known with a similar purpose, the General Assembly will assign

the goods to one or more associations, foundations or institutes that pursue an aim that is related to some extent to the purpose of this association.

Article 37 – Legal basis

The Law of 23 March 2019 applies for everything that is not expressly included in this deed.