

Deed of Incorporation

Having regard to the particular importance of the construction industry to the economy of our countries as a whole and, having regard to the increasingly closer interlinking of the international economy in this field, too, the

Osterreichische Gesellschaft für Baurecht (Austrian Society for Construction Law)
established at Leopoldsgasse 4, Vienna
represented by its President, Dr. Friedrich Honsak

Instituut voor Bouwecht (Dutch Institution for Construction Law)
established at P.O. Box 85851, The Hague, Netherlands,
represented by its Director Mr. C.M. Straver

Deutsche Gesellschaft für Baurecht (German Society for Construction Law)
established at Schumannstrasse 53, Frankfurt
represented by its Chairman, Mr. Heiermann

Istituto Italiano per il Diritto delle Costruzioni et degli Appalti Internazionali (Italian Institution for Construction Law and International Tenders)
established at via dei Giardini 4, Milan
represented by its President, Dr. Mauro Rubino-Sammartano,

on 23.10.1981, through their representatives, unanimously resolved as follows at Milan.

Article I

The institutions listed above have formed a European Society for Construction Law with the following objects.

- a) To promote contacts between the individual companies and their members,
- b) To exchange experience, studies and results of research in all fields of a legal nature affecting the construction industry,
- c) To hold relevant meetings, symposia and other functions, and
- d) To undertake research and studies of common interest

Article II

The Society's Articles of Association will take the form appended hereto.

Article III

The Society will be solemnly inaugurated at its first General Meeting for the first half-year of 1982 at Sirmione.

Article IV

Until its appointed governing bodies may decide otherwise, the Society shall be established in Vienna and apply for legal personality under Austrian law.

Article V

Until the Society is constituted in accordance with Article III, its business will be conducted by the President of the Austrian Society for Construction Law who will make all decisions in close consultation with the Chairmen of the founding societies.

Article VI

The cost of forming the Society will be borne by the Austrian Society for Construction Law.

(Signature)

Heiermann

Prof. Straver

(Signature)

Dr. Honsak

Prof. Flamme

(Signature)

Dr. Rubino-Sammartano

Prof. Alary

Articles of Association of the European Society for Construction Law

Article 1

- 1) The company will be known as the European Society for Construction Law.
- 2) The Society is established at Vienna.
- 3) The Society's activities extend to all of Europe.

Article 2

- 1) The Society's objects are to concern itself with all legal matters within the purview of the construction industry and the world of building.
- 2) These objects will be achieved by
 - a) Promotion of contacts between individual societies, their members and other persons interested in such matters,
 - b) The exchange of experience, studies and research findings in all areas of a non-technical nature affecting the construction industry
 - c) The organisation of relevant meetings, symposia and other functions, and
 - d) The conduct of research and studies of common interest.

Article 3

- 1) The necessary funds will be raised through membership subscriptions, meeting fees and other sources.
- 2) The Society's activities are not directed towards making commercial gain.

Article 4

- 1) The appropriate society for construction law in each country may become an ordinary member.
- 2) Private individuals with an interest in relevant matters may be admitted as associate members.

- 3) Members are admitted by the Board of Management.
- 4) Membership ceases by resignation, death, loss of legal capacity or expulsion by the Board of Management.

Article 5

- 1) The Society's governing bodies are
 - a) the Membership Meeting
 - b) the Board of Management
 - c) the Chairman and
 - d) the Auditors.
- 2) Officers shall serve for one year, and for not more than three years, the period being fixed by the Meeting of Members when the officer concerned is elected.
- 3) Members of the governing body shall not be paid for their services.

Article 6

- 1) The Membership Meeting will be convened by the Board of Management whenever necessary but at least once during the latter's term of office.
- 2) The Membership Meeting has a quorum when at least half the ordinary membership is represented. This requirement ceases to apply if the convening notice has been sent to ordinary members at least one month before the date of the meeting and includes the agenda, and if attention has been drawn to this fact in the notice.
- 3) Ordinary members may cast one vote each in a Membership Meeting. Associate members attend in an advisory capacity.
- 4) Notwithstanding the provisions of Articles 4 and 12, the Membership Meeting is required
 - a) initially, to elect the Chairman, his first Deputy, his second Deputy, and a further member of the Board, who wherever possible will be a director or chief executive

- of an ordinary member, as the chief executive,
- b) subsequently, to elect the second Deputy Chairman and the chief executive,
 - c) to appoint the Auditors,
 - d) to resolve on the Business Report of the Board of Management,
 - e) to resolve on the Auditors' Report,
 - f) to fix subscriptions, if any, of ordinary and associate members, and
 - g) to decide in disputes concerning the Society.
- 5) Unless these Articles provide otherwise, resolutions are passed on a majority of votes cast.

Article 7

- 1) The Board of Management consists of the Chairman, the immediate past Chairman as his first Deputy, the Chairman designate, and the second Deputy Chairman and chief executive.
- 2) Meetings of the Board of Management shall be called by the Chairman whenever necessary.
- 3) The Board of Management has a quorum if at least three members are present. It will resolve on a majority of votes cast.
- 4) The Board of Management is required
 - a) to decide on the schedule of work for its period of office,
 - b) to prepare for the Membership Meeting and to implement the latter's resolutions,
 - c) to draft the Agenda,
 - d) to appoint committees, and
 - e) to discuss and resolve on all matters on which no other governing body is

required to decide.

Article 8

- 1) The Chairman represents the Society in dealings with third parties.
- 2) The Chairman will sign documents of constitutional importance jointly with the chief executive.
- 3) The Chairman will preside over the meetings of the Board
- 4) If incapacitated, the Chairman will be represented by the first Deputy and in the latter's absence by the second Deputy.

Article 9

The chief executive will conduct day-to-day business within the scope of the guidelines laid down by the Board of Management.

Article 10

The two Auditors are required to audit the Society's financial affairs and annual financial statement. They will report to the Board and Membership Meeting.

Article 11

- 1) These Articles may be varied and the Society may be dissolved only by a Membership Meeting where this appears as an item on the Agenda in the convening notice and by a resolution passed on a 2/3 majority of those present.
- 2) If the Society is dissolved, the Membership Meeting will decide to what charitable purposes any funds remaining will be devoted.

(Signature)

Heiermann

Prof. Straver

(Signature)

Dr. Honsak

Prof. Flamme

(Signature)

Dr. Rubino-Sammartano

Prof. Alary