

FIABCI INTERNAL REGULATIONS

Preamble

The Internal Regulations are to be utilized in conjunction with the Statutes:

- *Which they are interpreted or supplemented, article by article, in the first part. In this case, the article numbering is preceded by an "S" ;*
- *The second part contains additional Internal Regulations, and the article numbering is preceded by the letter "R".*

FIRST PART: ADDITIONS TO THE STATUTES

HEADING I: FOUNDATION – TITLE – HEADQUARTERS – PURPOSE – DURATION

Article S 1 - Foundation: No additions.

Article S 2 - Title, Headquarters: No additions.

Article S 3 - Purpose: No additions.

Article S 4 - Duration: No additions.

Article S 5 - Member categories:

S 5.1 – Direct Members of the Federation

Direct Honorary Members shall be defined as "persons (living) who have distinguished themselves by meritorious service to FIABCI and the real estate industry as a whole.

The honorary member:

- Shall be elected by a two-thirds majority of the Board
- Shall not be required to pay a unitary fee
- May attend events on the same basis as regular members
- Shall not hold any office or be eligible to vote

These conditions shall not apply to honorary members existing on 4 June 2005, in respect of whom the status quo shall be maintained.

S5.2 - Associate Members

Associate Members shall not be entitled to the rights and benefits of Regular, Special and Corporate Members as set out in the FIABCI Statutes and Internal Regulations. The rights, obligations and benefits of Associate Members shall be defined by the Board from time to time.

Article S 6 - Admissions

Implementation of Article 6 of the Statutes:

- The Chapter will inform the Secretary General, in writing, of all membership applications it has approved in accordance with the authority vested in it by the Statutes.
- A certificate of admission is provided to each member.

Article S 7 – Resignations - Forfeiture of membership

Implementation of Article 7 of the Statutes:

S 7.1 - Forfeiture of membership

"Serious causes" justifying the exclusion of a member by the Board or the Chapter include but are not limited to:

- Any failure to comply with rules or professional customs as defined by law, the code of ethics, or by the Chapter;
- Imprisonment for a crime or misdemeanour;
- Any act that could undermine the reputation of the real estate professions, and / or FIABCI.

S 7.2 - Resignation

Any Member can resign from FIABCI by giving notice six months beforehand, in writing, to the authority that admitted said member. The resignation becomes effective on the expiry of the said notice.

In the event of the resignation of the sole Principal Member of a Chapter, the latter will continue its functions as provided in Article 9 of the Statutes, giving particular importance to promoting new Principal Member applications.

In case membership in FIABCI is discontinued for any reason whatsoever, the admission certificate shall be returned to FIABCI immediately upon request.



HEADING II CHAPTERS

Article S 8 - Creation of Chapters: No additions.

Article S 9 - Functions of the Chapters

Implementation of Article 9 of the Statutes:

It is possible for Chapters to admit members from countries where no FIABCI Chapter exists. However, if a Chapter is subsequently formed in that country, these members shall not remain with their adoptive Chapter unless they obtain permission from the newly created Chapter.

HEADING III THE BOARD OF DIRECTORS

Article S 10 – The composition of the Board of Directors

Implementation of Article 10 of the Statutes:

Procedure for the election of Board members:

10.1 Nominations

To be eligible for election to the FIABCI Board, each candidate will have to:

- be a representative to the General Assembly;
- be proposed by their Chapter;
- be cleared by the Nominations Committee;
- be submitted to a General Assembly vote by secret ballot;
- have participated in not less than three FIABCI Congresses;
- have served as an Officer of at least one FIABCI Committee for a period of not less than two years.

The last two conditions mentioned above do not apply to Principal Members and to candidates who have already served as FIABCI Regional President, member of the Board or President of a Chapter.

The members of the Board appointed by the World President in office are required to:

- be a Representative to the General Assembly,
- have actively participated in at least three World Congresses,
- have served as Committee Officer for at least two years, or have occupied the functions of FIABCI Regional President, or Board member, or President of a Chapter.

10.2 Elections

After the distribution of the ballot, each representative to the General Assembly will be entitled to vote for candidates from the list submitted.

Three election examiners, designated by the General Assembly from members of Chapters which are presenting no candidate, will inspect the ballots and tally the votes.

The elected members of the Board will be those who, among all the other candidates, will have obtained the highest number of votes.

The procedure relating to proxies is defined in article S 27.

The number of ballot papers distributed by the General Secretariat must equal the number of eligible votes. Ballot papers shall be numbered in a way which will not identify the person casting the ballot.

General Assembly representatives must sign the attendance sheet before entering the meeting hall. Nominations Committee officers shall issue the ballot papers to the voting delegates prior to their entry into the General Assembly, from a table outside the entrance to the meeting hall.

The election examiners will be responsible for the collection of the ballot papers at the General Assembly.

The counting of ballots shall be conducted in private and exclude all members except for Nominations Committee President and the elected scrutineers. The outcomes of the elections shall be reviewed by, and agreed upon, by the President of the Nominations Committee and all scrutineers. The results of the elections shall be kept confidential and only the names of those elected, and not the vote totals, shall be reported to the General Assembly by the Nominations Committee President. Upon receipt by and acceptance of the outcomes of the elections, the Nominations Committee President shall move to destroy all ballots cast in the elections. Upon an affirmative vote by the General Assembly, the Nominations Committee President shall be responsible for the destruction of ballots as soon as reasonably possible.

Article S 11 - Convening the Board: No additions.

Article S 12 – Attendance Sheet:

An attendance sheet is provided which mentions the full name and national chapter of all voting members. This sheet is signed by each member present, or by his/her representative. It is certified accurate by the President of the session.

Article S 13 – Board Decisions:

Board deliberations must remain secret.

The Board does not need to justify its decisions. Any and all decisions adopted by the required majority must not be criticised by members outside the Board.

Article S 14 - Duties and Powers of the Board:

Implementation of Article 14 of the Statutes:

The Board will decide on the dates, place and program of the Congresses.



Article S 15 - Board meeting minutes:

Minutes are written for each meeting of the Board and of the General Assembly, which is signed by both the President of the session and the Secretary. Minutes will be available in English, French, German and Spanish. The minutes:

- Specify the number of voting members present or represented;
- Include the text of each deliberation. A brief summary of the discussion preceding the resolution will only appear if needed to shed light on the reasoning behind the decision ultimately made. Each administrator can however request that his/her observations appear in the minutes.
- Indicate the result of each vote.

The Board alone decides to whom the minutes are sent.

HEADING IV EXECUTIVE COMMITTEE

Article S 16 - Composition of the Executive Committee

Implementation of Article 16 of the Statutes:

S 16.1 Nominations

The Nominations Committee should call for nominations not less than 90 days prior to the election.

Nominations approved by the Chapter of the Nominee and by the Nominees themselves must be received not less than 30 days prior to date of election.

The Nominations Committee shall ensure the approval is correct, and shall put forward the names of such Nominees as it is prepared to recommend to the Board, bearing in mind such considerations as geographical distribution, language problems, and rotation.

Nominations for Regional Presidents will be proposed by the Nominations Committee to the Board and the General Assembly, exclusively from the candidates recommended by each Regional Committee.

The names of any Nominees not recommended by the Committee shall also be submitted to the Board and the General Assembly.

The Nominations Committee shall be able to propose candidates after having obtained approval both of the nominee and his or her Chapter. Such nominations are not subject to the 30-day requirement mentioned above.

There shall be no nominations accepted from the floor of the General Assembly.

S 16.2 Elections

After the distribution of the ballot, each Representative to the General Assembly will be entitled to vote for one candidate.

Three Election Examiners, appointed by the Board from among chapters presenting no candidate, will inspect the ballots and tally the votes.

If a candidate has an absolute majority of the valid votes, he or she is elected. If not, a second vote shall be taken between the two who have the largest number of votes, provided the combined vote for these two is in excess of 60% of the valid votes.

If the two leading candidates have a combined vote of less than 60%, then the next leading candidate, or candidates, shall be added until the combined votes exceeds 60%.

If no candidate is elected on the second ballot, the same procedure shall be followed for a third ballot and so until a candidate has been elected.

The terms of Articles 10.2 and S 27, regarding the validity of proxies, the distribution of ballot papers, the secrecy of ballot counting, and the destruction of ballots, shall also apply to the election of the Executive Committee.

Article S 17 - Duties and Powers of the Executive Committee:

All decisions by the Executive Committee shall be subject to ratification by the Board at the next Board meeting.

The effect of any Executive Committee decision may not extend beyond six months.

The Executive Committee shall deal with other responsibilities delegated by the Board.

Article S 18 - The President

The installation ceremony of the President includes the following oath of office to be taken by the President Elect: "I - full name - solemnly swear to exercise in all loyalty, discretion and conscience the functions entrusted to me as World President of FIABCI, the International Real Estate Federation to discharge these functions and regulate my conduct with only the interests of the Federation and its Members in view and not to seek or accept instructions in regard to the performance of my duties from any source internal or external to the Federation that would be in conflict with the FIABCI Statutes, Code of Ethics and other bylaws."

S 18.1 Election:

If there is only one candidate, the votes shall be expressed with a show of hands. If there is more than one candidate, they will be expressed by secret ballot, requiring the same majority.

The terms of Articles 10.2 and S 27 regarding the validity of proxies, the distribution of ballot papers, the secrecy of ballot counting, and the destruction of ballots, shall also apply to the election of the President.

The installation ceremony of the President includes the following oath of office to be taken by the President Elect: "I - full name - solemnly swear to exercise in all loyalty, discretion and conscience the functions entrusted to me as World President of FIABCI, the International Real Estate Federation to discharge these functions and regulate my



conduct with only the interests of the Federation and its Members in view and not to seek or accept instructions in regard to the performance of my duties from any source internal or external to the Federation that would be in conflict with the FIABCI Statutes, Code of Ethics and other bylaws.”

S 18.2 Powers

Positions filled by the President, having been left vacant following an election, shall be the subject of a new election at the next General Assembly with elected officers taking office immediately following the election.

Article S 19 – The Regional Presidents:

Regional Presidents are elected by the General Assembly during the December Business Meetings each year, for a one-year term beginning at the end of May of the following year. They can be immediately re-elected. Regional Committees will recommend their preferred candidate at the General Assembly. The vote shall be by secret ballot.

Vice-Presidents of the Regional Committees will be elected by the General Assembly. These vice presidents should be active and well-known to members in their region and be willing to visit local and international events to promote FIABCI.

The terms of Articles 10.2 and S 27 regarding the validity of proxies, the distribution of ballot papers, the secrecy of ballot counting, and the destruction of ballots, shall also apply to the election of the Regional Presidents.

Article S 19a – The World Council Presidents:

The Presidents of the World Councils are elected by the General Assembly during the December Business Meetings each year, for a one-year term beginning at the end of May of the following year. They can be immediately re-elected. World Councils will recommend their preferred candidate at the General Assembly. The vote shall be by secret ballot.

Article S 20 – The Secretary General: No additions.

Article S 21 – The Treasurer: No additions.

HEADING V - THE GENERAL ASSEMBLY

Article S 22 - Meetings: No additions.

Article S 23 - Convening the General Assembly:
No additions.

Article S 24 - Composition of the General Assembly:

Implementation of Article 24 of the Statutes:

Each Chapter shall be represented at the General Assembly of FIABCI by:

- The Chapter President ;
- Two other Chapter delegates, irrespective of the size of the Chapter.

In addition, any Chapter having paid more than 100 unitary membership fees for the current year is authorized to appoint additional delegates, as per the following formula:

<u>Unitary membership fees</u>	<u>Additional representatives</u>
From 101 to 200	1 additional representative
From 201 to 300	2 additional representatives
From 301 to 400	3 additional representatives
From 401 to 500	4 additional representatives
From 501 to 600	5 additional representatives
601 and over	6 additional representatives

The appointment of representatives to the General Assembly shall be reported to the Secretary General in the shortest possible time by the Chapters concerned.

Article S 25 - Representation by proxy:

No additions.

Article S 26 - Holding of the Meetings:

No additions.

Article S 27 - Ordinary General Assembly:

Undesignated proxies shall be considered invalid; the wording of the proxy form shall be modified to reflect this regulation. Attendance sheets including proxy assignments shall be posted as soon as possible. All proxies must be submitted at the latest 48 hours, local time, before the election. Proxies may be received by fax or as scanned images sent by email.

Article S 28 - Extraordinary General Assembly:

Resolutions voted upon by the General Assembly shall be published in advance with due notice.

Undesignated proxies shall be considered invalid; the wording of the proxy form shall be modified to reflect this regulation. Attendance sheets including proxy assignments shall be posted as soon as possible. All proxies must be submitted at the latest 48 hours, local time, before the election. Proxies may be received by fax or as scanned images sent by email.

Matters included in the agenda of the General Assembly have priority over any other discussion. Members wishing to submit other matters for discussion must wait until the agenda has been fully considered.

To ensure greater efficiency, the General Assemblies will be divided into two sessions:

1. Formal Session
 - Approval of minutes
 - Accounts and Budget
 - Election of Principal Officers
 - Amendments to Statutes, etc
 - Formal General Business
 - Recommendations to the Board
2. General Session
 - A report from the Board of its principal decisions and actions to include the activities of the Administration Division;
 - A report from the International Relations Division;
 - A report from the Professional Division;



- Decisions on policies and resolutions;
- General discussion on major issues confronting the Real Estate Profession and the FIABCI Organisation;
- Recommendations to the Board.

Approval of minutes:

The vote takes place on the basis of the text distributed by the Secretary General. The only possible discussion at this stage relates to the accuracy of the minutes. No discussion can take place intended to modify the motions approved. Any request for modification of the minutes must be made in writing to the Secretary General, within two months after they are distributed.

Order of debate:

The President controls the order of debate.

Draft resolutions and amendments:

Proposals for resolutions or amendments can only be brought up for discussion by a member with voting rights.

If the Statutes do not indicate otherwise, and unless the President requests a vote by secret ballot, votes are expressed by a show of hands. If the vote concerns persons present at the General Assembly, the President can ask them to leave the meeting until the vote has been completed.

The President in session shall have authority to decide on any procedures related to the running of General Assemblies for which there are no provisions in the Statutes or the Internal Regulations.

On any vote taken, the number of votes cast either directly or by means of a proxy by the representatives of one chapter shall be limited to 20% of the total number of representatives present or represented by proxy at the meeting.

Article S 29 - General Assembly meeting minutes: No additions.

HEADING VI

FINANCIAL AND ACCOUNTING PROVISION

Article S 30 - Balance Sheet, Income & Expense Statement, Budget

Implementation of Article 30 of the Statutes:

- S 30.1** Each year a draft budget drawn up by the Treasurer and the Secretary General will be submitted to the Finance Committee for its consideration.
- S 30.2** Exact accounts will be kept of the sums of money received and spent by FIABCI and of the object they concern as well as of the assets, claims and debts of FIABCI. At least once a year the accounts will be examined and the balance sheet, as well as the receipts and expenditure account will be audited and certified by one or more duly qualified auditors.

S 30.3 The accounts will be submitted by the Treasurer to the Finance Committee, the Board and the General Assembly for approval.

S 30.4 The Secretary General can commit to expenses on his or her own decision within the limits of the approved budget. However, any expense engaged having not been budgeted or that exceeds the approved budget, will require the prior written consent of the Treasurer, who will then need to obtain ratification at the following Board Meeting.

S 30.5 The Secretary General shall submit items for payment, but it is the Treasurer who shall make the final decision to pay.

S 30.6 The accounting services of FIABCI shall draw up the accounts according to the accounting plan agreed to by the Treasurer, the auditor, and the Secretary General.

S 30.7 The Secretary General shall submit the accounts for approval by the Treasurer at regular intervals, to be agreed by them.

S 30.8 The Treasurer shall submit accounts to the auditor.

S 30.9 The Auditor shall be designated by the Board, based on the recommendation of the Treasurer, for a three-year period.

The remuneration of the Secretary General, and any contract established between the Secretary General and FIABCI, shall be approved by the President of the Finance Committee.

Article S 31 - Membership fees

Implementation of Article 31 of the Statutes:

Each year the General Assembly sets the amount of the "unitary membership fee", applying to the following year, and serving as a basis for calculating the fees of chapters and other "direct" members.

The General Assembly can also set an "entry fee" for new members.

S 31-1 - Chapter fees

Setting of the annual fee

By 31 January of each year at the latest, chapters must send to the General Secretariat the list of their members, arranged by category. Upon receipt of this list, the Secretariat shall calculate the annual fee payable by each chapter on the following basis:

Principal members:

- 4 unitary membership fees from 1 to 1,000 members
- 5 unitary membership fees over 1,000 members

Any member of a Principal Member and student or staff member of an Academic Member can become an Associate Member of FIABCI, if accepted by the relevant chapter. FIABCI International does not charge a fee for Associate Members. However, fees can be charged by the chapter for associate membership at its discretion but only



on the basis of 40% of all such fees being paid to FIABCI International each year.

Principal Members can opt to join FIABCI with all their members becoming Associate Members and Academic Members can opt to join FIABCI with all their students and staff becoming Associate Members. In such cases, they will pay FIABCI International a fee based on a regressive scale according to the size of their membership as determined by the Board from time to time. Associate Members who have joined FIABCI through this route shall have the right to become Regular or Special or Corporate Members with a 50% reduction in their annual fee.

Regular members: 1 unitary membership fee
Young members (35 & under): ½ unitary membership fee
Special members: 1 unitary membership fee
Corporate members: 8 unitary membership fees
Academic members: 0 unitary membership fee
Public Sector members: 0 unitary membership fee
Honorary members: 1 unitary membership fee
With a minimum of 15 unitary membership fees invoiced, even if the number of unitary fees registered is less than 15. Chapters whose membership corresponds to less than 15 unitary fees, and so paid the minimum charge, can add additional members at no additional cost, until its total membership reaches the equivalent of 15 unitary fees for the corresponding year.

In the first three calendar years of a new chapter's activity, the amount determined as above shall be discounted by 50%.

Payment of the annual fee: Upon receipt of the invoice, each chapter must pay:

- 75% of the amount no later than 31 March of each year;
- the balance, that is 25%, no later than 30 September of each year.

New members:

New membership takes effect on the day the General Secretariat receives written notice by the corresponding chapter. The fee is calculated as above, but on a pro-rata temporis basis corresponding to the number of months left to the 31st of December that follows.

S 31-2 - Fees of other direct members:

The amount of the fees of other direct members is set as follows:

Regional chapters: 15 unitary membership fees minimum

Multinational chapters: 30 unitary membership fees minimum

Multinational members: A Multinational Member will not be charged for its members that are FIABCI Principal Members. It will be charged 1 unitary membership fee for those that are not Principal Members. Minimum charge per Multinational member will be four unitary fees.

Principal members:

8 from 1 to 100 members
10 from 101 to 300 members
12 from 301 to 500 members

16 from 501 to 1.000 members
20 from 1.001 to 5.000 members
24 from 5.001 to 10.000 members
30 over 10.000 members

Corporate members: Minimum 10 and maximum 400 unitary fees pending of the Board of Directors approval based on the recommendation of the General Secretariat.

World Organization: 1 unitary membership fee

Public Sector members 0 unitary membership fee

Honorary members 0 unitary membership fee

Fees are payable as of January 1st of each year.

S 31-3 - Penalties for late payment:

If any sum due is not paid by the specified date, a penalty of 10% shall be added to the amount outstanding as at that date. An additional 10% shall be added to any amount outstanding on 1st January in each year.

Any member who has not paid his or her fee on time can neither attend nor participate in any FIABCI event: assemblies, committees, congresses, study days, seminars, etc.

S 31-4 - Dispensations:

The Board can grant special or temporary dispensations to the present article.

Article S 32 - Other financial resources:

No additions.

Article S 33 - Bank Accounts:

No additions.

Article S 34 - Remuneration, reimbursement of expenses: No additions.

HEADING VII DISSOLUTION - LIQUIDATION

Article S 35 - Appointment of a official liquidator: No additions.

Article S 36 - Devolution of Assets: No additions.

HEADING VIII MISCELLANEOUS PROVISIONS

Article S 37 - Accounting year: No additions.

Article S 38 - Official languages: No additions.

Article S 39 - Modification of Statutes: No additions.



Article S 40 - Candidatures:

No additions.

Article S 41 - Interpretation of the Statutes:

No additions.

Article S 42 - Disputes and claims:

No additions.

Article S 43 - Internal Regulation:

No additions.

Article S 44 - Code of Ethics:

No additions.

Article S 45 - Non-discrimination:

No additions.

Article S 46 - Obligatory nature of the Statutes and Reference Texts:

No additions.

SECOND PART: ADDITIONS TO STATUTES

HEADING I - THE DIVISIONS

Article R.1 - The Divisions

FIABCI's structure is divided into three Divisions:

The Administration Division

It includes the following committees:

- Conference
- Finance
- Membership
- Nominations

The International Relations Division

It includes the following committees:

- International Organisations
- Legislation & Environment
- Education and Academic Members
- Exchanges
- Prix d'Excellence

The Professional Division

It includes

- the Principal Members Council
- the Marketing and Networking Committee
- the World Councils

HEADING II - COMMITTEES AND FORUMS

Article R.2 - Overall provisions

R.2.1 - Purpose:

The committees exist to undertake studies and to submit proposals to the Board. They express opinions and recommendations which are not submitted to the General Assembly unless on the express decision of the Board. It is not necessary to provide minutes for their meetings, but only a list of their recommendations to the Board.

R.2.2 - Creation:

At the suggestion of the Board, the General Assembly can at any time create committees or working groups, regardless of their name (group, task force, advisory, etc.), define their makeup and set the rules under which they operate.

R.2.3 - Composition:

Committees will consist of:

- A president
- One to three vice-presidents
- One delegate per chapter (in the Nominations Committee, it would be preferable that the delegate be the Chapter President) or by Principal Member in the Principal Members' Council.
- The World Councils will also include one delegate per Principal Member.

R.2.4 - The Committee Officers:

As far as possible and although this rule will not be absolute, officers' positions will be attributed to persons who are most qualified and most diligent in committee work; they will be shared fairly between the chapters which take an active part in the development and functioning of FIABCI.

In order to be considered by the Nominations Committee, the candidates for officers' positions in Committees or Forums will have to be sent beforehand by the chapters, to the FIABCI Secretary General in order to obtain the approval:

- of the President of the Committee concerned;
- of the FIABCI Board and General Assembly.

For each candidate the Secretary General of FIABCI will draw up a curriculum vitae with a photograph and all necessary details.

No chapter may present a candidature which would result in the latter holding more than one position at a time, with the exception of the Board and the General Assembly.

Participation in the activities of the Committees is mandatory for the officers. Any officer who fails to attend three consecutive meetings of his or her Committee without a valid excuse will be considered to have resigned.

Article R.3 - Committees:

Committee Presidents are in principle designated from amongst the members of the Board, by the World President, for the duration of his term in office. The World President verifies to the best of his or her ability, that the Committee Presidents remain in office as long as the continuity of their tasks requires it.

If for unforeseen reasons, one or several Committee Presidents were to be selected from outside the Board, the usual procedure through the Nominations Committee and the General Assembly would have to be applied.

Committee Vice-Presidents are elected by the General Assembly for a two-year term, as proposed by the Nominations Committee, during the December Business Meetings preceding the World Congress at the end of which they will take office.

Article R.4 - The Strategic Planning Committee

To assist the Board in its planning activities, there will be a Strategic Planning Committee made up of:

- A Chairman, appointed by the World President from among the members of the Board;
- The World President Elect;
- The President of the Finance Committee;
- The Secretary General,
- Any other persons to be appointed by the Committee President.

HEADING III MISCELLANEOUS PROVISIONS

Article R.5 - Emblem

The FIABCI emblem is a registered trademark and may be used by the General Secretariat, by the FIABCI Chapters, by the Committees, and by all Direct Members of the Federation and by members of chapters other than Associate Members. Associate Members may only use the Associate Member logo.

Paris, 9 December 2022



Susan Greenfield
FIABCI World President 2022-2023



Narek Arakelyan
FIABCI Secretary-General