

**SYNDICAT NATIONAL DES ANTIQUAIRES**  
**NEGOCIANTS EN OBJETS D'ART**  
**TABLEAUX ANCIENS ET MODERNES**

Founded on October 17, 1901 - N° 1.583  
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**ARTICLE 1: Name - Duration - Seat**

The Professional Union called "Syndicat National des Antiquaires, Négociants en Objets d'Art, Tableaux anciens et modernes", resulting from the merger of the "Chambre Syndicale de la Curiosité et des Beaux-Arts" and the "Syndicat des Marchands de Tableaux, Objets d'Art et de Curiosités" group, in accordance with the provisions of Title 1 of Book IV of the Labour Code, all members of these professions and related professions who adhere to the present statutes.

The duration of the Union is unlimited as well as the number of its members.

The Union's headquarters are located at 4, avenue de Messine, in Paris (VIIIe). It may be transferred elsewhere by decision of the Board of Directors.

**ARTICLE 2: Purpose :**

The aims of the Union are, in particular:

- to create and maintain, through relations of good fellowship, an understanding and professional cohesion between all the members;
- to represent or defend the economic and commercial interests of its members, both before the Courts and before all Administrations or representative groupings, and, if necessary, to arbitrate any disputes that may be submitted to it;
- to centralize and provide all the information collected, both in France and abroad, that is likely to be of interest to its members;
- to work for the development of the profession and to ensure its defense both before the Public Authorities and the competent Administrations:
  - by creating or joining all the organizations useful for the extension of the profession;
  - by organizing or participating in any artistic or commercial exhibitions likely to serve the interests of its members;
  - by encouraging training or research aimed at the development of their professional activities and by founding or supporting welfare and social relief institutions;
  - by participating or being represented in the various employer and trade union associations of interest to the profession;
  - by intervening directly or indirectly with the Public Authorities and Administrative Services, whenever the interest of the Profession is at stake.

This list is indicative and not exhaustive.

**ARTICLE 3: Conditions for admission of members :**

Adherent membership of the Union is open to any natural person, dealing in works of art or collectors' items, furniture, antique or modern paintings, curiosities or related branches, with the exception of dealers whose main activity is carried out in the field of contemporary art, public auction houses and their employees.

Membership is open to natural persons who, both for themselves and as representatives of a legal person, apply for it, provided that:

- the person has had professional responsibilities as a principal occupation in the profession for at least five (5) years and has exercised them honorably;
- that she has not been deprived of her civil rights;
- that it is sponsored by two members of the Union, members for more than five years, not sitting on the Board of Directors and having no family ties with the applicant, at least one of whom is a specialist in his or her field, who must sign the application form and vouch for the applicant's good repute and professional knowledge and skills;
- that she commits herself:
  - to respect the statutes and the rules of procedure;
  - to sign the text of the customs and habits of the profession established by the National Union of Antique Dealers;
  - to pay the annual subscription.

The Board of Directors shall decide on the admission of the new member. The Board's decision does not have to be motivated and is not subject to appeal.

#### **ARTICLE 4: Category of Members**

Members of the union are active traders who are up to date with their subscriptions.

Probationary membership, without the right to vote, may be granted to candidates who have not been in the profession for five years but who otherwise meet all the conditions and procedures for admission laid down in Article 3.

At the end of five years of practice as a principal member of the profession, members on a probationary basis shall be admitted by right as members of the Union provided, they still meet all the conditions.

Honorary members are former merchants who apply for honorary membership by decision of the board of directors, provided they have been union members for at least 10 years.

Honorary Members are, by decision of the Board of Directors, all members or all persons who have rendered eminent service to the Union or to the profession.

#### **ARTICLE 5: Obligations and Rights of Members**

Any person admitted as a member of the Union or as a probationary member must:

- comply with the Constitution and all decisions taken by the Union;
- respect the provisions of the rules of procedure;
- behave with loyalty to the Union and not perform any act that could be prejudicial to the Union directly or indirectly;
- pay the annual membership fee as set by the Board of Directors;
- inform the Union of any significant change in his or her professional status within one month of the change.

The Union :

- implements for the benefit of its members all the means necessary for the development of the profession it represents and the defense of its interests;
- sends its members a newsletter on all subjects concerning the profession;
- may assist members with any difficulties they encounter in the exercise of their professional activity.

Membership of the Union alone does not entitle its members to claim to participate, as of right, in the events organized by the Union.

#### **ARTICLE 6: Resignation - striking off or withdrawal of a member**

Any member is free to resign at any time. Any resignation must be addressed in writing to the President. It shall be noted by the Board of Directors.

Nevertheless, the resigning member shall fulfil all his or her obligations of whatever nature to the Union.

Failure by a member to pay dues when due and one month after sending a notice of default that has remained unpaid shall result in automatic resignation from the Union. The Board of Directors shall declare the automatic resignation.

The striking off of a member of the Union may be pronounced by the Board of Directors in accordance with the procedure referred to in Article 7 in the event of serious misconduct and in particular:

- for non-compliance with the Statutes;
- for non-compliance with customs and practices;
- in the event of a final criminal or civil conviction incompatible with the honorable practice of the profession;
- in the event of receivership or judicial liquidation.

All members :

- who would take legal action for any reason against the Union;
- who is allegedly involved in a judicial investigation that led to his indictment, for facts inherent to his activity; undertakes to withdraw, by ceasing to present itself as a member of the Union and acting as if it were no longer a member, for the duration of the proceedings and until a final court decision is issued or until the end of the proceedings.

In this capacity and throughout this period, the member concerned shall no longer have the right to vote and shall be suspended from all functions that he or she may have previously held within the Union.

The Union takes note of its withdrawal by sending a registered letter and cannot claim payment of any membership fees for the entire duration of the withdrawal.

#### **ARTICLE 7: Disciplinary sanctions**

The Council is empowered to impose a disciplinary sanction on any member:

- no longer meeting the admission requirements;

- having committed an act prejudicial to the interests of the Union;
- who has contravened the provisions of the Statutes, the Internal Regulations or the "Us et Coutumes".

The disciplinary sanction pronounced could be:

- a warning ;
- a temporary exclusion with or without a reprieve;
- a definitive exclusion.

Procedure :

- The interested party must be summoned in advance by the Chairman and/or one or more members of the Board of Directors whom he will have delegated for this purpose.
- The interested party will be able to read the written documents that will be included in his or her file.
- The Chairman and/or his delegate(s) will provide the Board of Directors with the details necessary to examine his case.
- If, in the light of the explanations received, the Chairman decides to continue the disciplinary procedure, he shall summon the person concerned before the Board of Directors, giving him a period of at least one month to prepare his defense.
- The interested party, both during the preliminary procedure before the Chairman and/or his delegates and, where applicable, before the Board of Directors, may be assisted by the Board of his choice.
- The Union, for its part, may be assisted by a Council which shall have no voting rights.
- The decision of the Board of Directors, taken by secret ballot by a two-thirds majority of the votes cast, shall state the reasons for the decision.

### **ARTICLE 8: Functioning of the Union**

The organs of the Union are:

- The General Assembly;
- The Board of Directors;
- The Office.

### **ARTICLE 9: General Meetings**

The General Assembly is composed of all active members of the Union who have paid their membership fees.

It must meet at least once a year.

It is chaired by the President of the Union or, in his absence, by one of the Vice-Presidents or by the General Secretary.

Invitations must be sent at least 15 days before the meeting.

Letters of convocation must mention the agenda set by the author of the convocation.

It deliberates on the issues on the agenda.

Items not on the agenda may not be voted on.

### **ARTICLE 10: Ordinary General Meetings**

The Ordinary General Meeting hears the report on the work and decisions of the Board, the presentation of the financial situation of the Association to approve the accounts for the past financial year, appoints an Auditor and a substitute Auditor from among the professionals on the list drawn up pursuant to Decree no. 69-810 of 12 August 1969) and appoints the Directors.

The Ordinary General Meeting decides on all matters that do not fall within the competence of the Extraordinary General Meeting. The Ordinary General Meeting decides by a majority of the votes of the members present or represented and of members voting by mail or electronic means.

1 - Approval of the accounts and election of the Statutory Auditors.

The ordinary general meeting must be held at least once a year, within six months of the end of each financial year, to approve the accounts for that financial year. The agenda is set by the Board of Directors.

At the end of the terms of office of the Statutory Auditors, the Ordinary General Meeting shall decide on their renewal or replacement.

Any proposal sent to the union by 31 March at the latest and signed by one quarter of the members shall be placed on the agenda as of right.

2 - Election of Directors.

During the last quarter of the year in which the Board of Directors is renewed, the General Meeting meets to elect directors.

The candidates with the highest number of votes are elected. In the event of a tie for the last position to be filled, the candidate with the most seniority in the Union shall be declared elected.

### **ARTICLE 11: Extraordinary General Assembly**

The Extraordinary General Meeting is competent to do so:

- any decision with significant consequences for the future of the Union
- any decision to amend the Articles of Association.

Extraordinary General Meetings may be convened at the request of at least one third of the Members or of the Chairman and four members of the Board. The agenda of Extraordinary General Meetings is limited to the precise purpose of the meeting.

The Extraordinary General Meeting may only validly deliberate if a quorum of half of the members of the Union is reached.

If the quorum is not reached, a new Assembly must be convened within two months and may deliberate without a quorum requirement.

Decisions of the Extraordinary General Assembly shall be taken by a two-thirds majority of the votes cast.

#### **ARTICLE 12: Voting procedures**

Postal voting or electronic voting is allowed.

Proxy voting remains permitted until electronic voting is implemented and will be discontinued from that date. Each member will not be allowed to hold more than two proxies.

Voting by secret ballot will be carried out in the presence of a bailiff, who is the only person authorized to receive postal or electronic votes and proxies.

#### **ARTICLE 13: Board of Directors - appointment - term of office**

The Union shall be administered by a Council consisting of a maximum of seventeen (17) members and a minimum of nine (9) members.

Members of the Union are eligible to stand for election to the Board of Directors if they meet the following conditions:

- have been a member of the Union for at least five (5) years,
- meet the requirements of Article L-411-4, Chapter I, Book IV of the Labour Code.

Nominations must be received and acknowledged by the Union no later than one month before the date of the vote. Retiring members shall be eligible for re-election.

The members of the Board of Directors are elected for three years.

In the event of a vacancy during a term of office, the Board of Directors may fill the vacancy by co-opting any member, except for a member on probationary basis, a member who has been withdrawn or a member who is the subject of a disciplinary sanction. Five unjustified absences from the Board of Directors in the last twelve months will be sanctioned by the loss of the status of Director.

Retiring members are eligible for re-election without any time limit.

Only one natural person belonging to the same legal entity may sit on the Board.

#### **ARTICLE 14: Mission of the Board of Directors**

The Board of Directors

- administers the union ;
- defines the general policy of the Union;
- decides on the admission of new members, initiates exclusion procedures, presents the candidates who appear to be the most suitable to fulfil the representative functions of the profession in the various bodies;
- determines the amount of the financial obligations of members and members on a probationary basis;
- prepares the resolutions to be submitted to the General Meeting.

On the proposal of the Bureau, the Management Board:

- takes all necessary decisions or measures as long as they remain within the limits of the Statutes and the aims it has set itself.
- It shall decide on the expenditure necessary for the implementation of its action, and for this purpose shall define the delegations of power and signature granted to the President, the Treasurer or his deputy and to the Managing Director;
- votes the budgets relating to the functioning of the Union;
- votes the budgets for all the trade fairs and events it organizes as part of its activities;
- approves the budgets of the exhibitions or events for which it has delegated management;
- appoints the chairpersons of the committees provided for in the rules of procedure;

- appoints the President of the Biennial Commission who cannot be a member of the Board of Directors;
- validates the list of exhibitors at all fairs and events it organizes as part of its activity or validates the list of exhibitors at fairs or events for which it has delegated management.
- decides on the signature of any contract committing the Union for a period exceeding one year.

Minutes of each session are drawn up and signed by the Chairman of the session.

#### **ARTICLE 15: Functioning of the Board of Directors**

The President may convene the Council whenever he or she deems it necessary, or whenever at least seven of its members so request. The number of meetings of the Board is not limited. There shall be at least six per year.

The President (or, in case of impediment, one of the Vice-Presidents) chairs the meetings.

A notice containing the agenda must be sent to all members of the Council, except in urgent cases, no later than ten days before the meeting. Likewise, a supplementary agenda including a new question may be sent by any means to the members of the Board, no later than 48 hours before the date of the meeting, if circumstances of urgency or gravity justify it.

The decisions of the Council are valid when at least half of the members are present. They shall be taken by simple majority. In the event of a tie, the President shall have the casting vote.

Proxy voting is permitted. Each member of the Board may not grant more than three proxies per 12-month period. Each Director may not hold more than one proxy.

#### **ARTICLE 16: Procedures for Appointment of the Bureau**

The Board of Directors shall meet within three days of its appointment to elect the Bureau.

The members of the Bureau are elected for a period of three years by secret ballot by the Board of Directors, which must be composed of at least two-thirds of its members. The candidate who obtains the most votes shall be elected to office.

The President may not hold office for more than two successive terms.

#### **ARTICLE 17: Composition of the Bureau**

The Bureau, elected by the Board of Directors, is composed of:

- a President,
- two Vice-Presidents,
- a Secretary General,
- a Treasurer.

The following are also elected

- a Deputy Secretary General,
- an Alternate Treasurer,

who participate in the Bureau only in the event of the absence of the incumbent, unless invited by the President.

The members of the Executive Committee may be dismissed from office by the Board of Directors acting by an absolute majority of the votes cast in the event of serious breach of the Articles of Association or an act prejudicial to the Union.

#### **ARTICLE 18 - Mission of the Bureau**

The Bureau ensures the management of the Union in accordance with the statutes and the decisions of the Board of Directors. It prepares the budgets relating to the operation of the Association, and any events and exhibitions organized directly by the Association in the context of its activities.

It participates in the preparation of the list of participants in the exhibitions directly organized by the Union within the Commission in charge of the organization of the Exhibition.

The Bureau validates calls for tenders and informs the Board of Directors.

The budgets and the list of participants are submitted to the Board of Directors for approval.

#### **ARTICLE 19 : Role of the Members of the Bureau and the Director General**

**The President** directs the Union in accordance with the Constitution and ensures that the Rules are observed. He represents the Union in all acts with regard to third parties, the Administrations and in Justice. It implements the decisions of the Council.

It shall order expenditure in accordance with the provisions of Article 5 of the Rules of Procedure.  
It convenes and directs the meetings of the General Assemblies as well as those of the Council and the Bureau.  
He shall be a member, by right, of all Commissions. He is assisted in his various functions by the Secretary General and the Treasurer.  
The Vice-Presidents assist the President and replace him/her in case of impediment, in turn and by seniority.

**The Secretary General** is the deputy to the President.

He is responsible for drafting the minutes of the Executive Committee and the Board of Directors.

Each year, it presents a report on all the work carried out to the General Meeting. This report must first be approved by the Board.

**The Treasurer shall** be responsible for the collection of subscriptions and the settlement of expenses, under the conditions referred to in Article 5 of the Rules of Procedure. He shall provide for the recovery of debts.

It opens and operates all accounts and deposits in securities or cash-

Each year, it draws up the report to be submitted to the Assembly on the financial situation. This report must first be approved by the Board.

**The Chief Executive Officer**, chosen by the Board of Directors on the proposal of the Chairman and placed under his direct authority, is an employee of the Union.

It is responsible for the management of the Union, proposing strategic and organizational elements and implementing them, under the aegis of the President and the control of the Board of Directors.

Its mission is to manage and optimize the Union's human and technical resources, to ensure its daily financial management, and to supervise the Union's staff in order to achieve the objectives set by the Board of Directors.

He represents the Union in all administrative acts, through a delegation of signature and power granted to him by the Board of Directors, in accordance with Article 14 of the Constitution.

He reports to the President and the Treasurer. He/she participates in the statutory bodies, General Meetings, Boards of Directors, Officers, Commissions, without having voting rights.

The Treasurer and General Secretary may, at their request, be members of the committees.

#### **ARTICLE 20: Commissions**

On the advice of the Board, working committees may be appointed for specific studies.

The terms of their appointment and their mission are defined by the Internal Regulations.

#### **ARTICLE 21: Dissolution**

The Union may be dissolved on the proposal of the Board of Directors, by an Extraordinary General Meeting convened for this purpose and if two-thirds of the members represented so decide.

This Extraordinary Meeting will decide on the distribution of the Union's assets and will appoint the Committee in charge of the liquidation. Under no circumstances may the assets be distributed among the members of the Union.

These Articles of Association were approved by the Extraordinary General Meeting of 9 July 2019.

They were filed on