



Information Booklet Program: Eurelia EMEA/New Markets

How to join Eurelia, International division of Procos Federation

Documents to be returned to Eurelia:

- The membership questionnaire duly completed and signed,
- A copy of membership application form signed.
- A copy of PROCOS's internal regulations duly signed.

Contact : Barbara GARBOWSKI, Administrative Assistant & Membership Information

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Strategic advice and data exchange as a support for international development

EURELIA provides its support abroad at a time when the international is an important growth vector for the retailers. At the same time Eurelia is a Consultancy (Studies) Bureau (Research Department), a unique place for exchanges between Development Managers and Operational Managers, a consulting company within the scope of the expansion strategy and a structure which centralise data on the commercial real estate in more than 25 countries (sales panel, statistics, databases on shopping centers and rents ...).

With more than 25 years of investment experience in the market, EURELIA knows very well the real estate and commercial dynamics.

EURELIA is divided into 2 autonomous branches (you could be a member of one only or 2 clubs):

- The **EMEA Club** in Paris deals with (except France, Spain and Portugal): Italy, Poland, Benelux, Switzerland, Germany, CIS, Central Europe, Africa, Asia, Middle East markets...
- The **Iberian Club** based in Barcelona deals only with Spain and Portugal markets

Our 2 divisions bring each:



More than 200 Studies on over 75 countries on international commercial real estate (catchment area - outskirts - city center)



Regular meetings between Development and Operational Managers in Paris or Barcelona according to the division in order to discuss about international development issues and in addition the **Thematic Workshops**



A contact lists: landlords, real estate agents, lawyers ...



Strategic advice for each member on a choice of store locations



A data bases: shopping centers projects, rents, retail index, etc.



Business monitoring tools: Monthly sales panel of our members (shopping centers, streets, retail parks)



Private member access to the website where you can find: maps with commercial offer, meeting minutes, newsletters, presentations of the activities of guests attending the meetings ...



The **newsletter** « LE FORUM »

Eurelia, a licensed Operator Export Relaunch Subsidy & the Accompanying Prospecting Insurance for French Retailers

IMPORTANT:

In 2021, the 2 EMEA and IBERIAN clubs are approved by **Bpifrance** as part of the Accompanying Prospecting Insurance (APA) and by the **France Export Team** for the Relaunch Export Subsidy (CRE).

Assurance-Prospection-Accompagnement - The APA is a cash support, up to 65% of the guaranteed budget, capped at 40,000 euros, to finance your international development; and insurance against the risk of failure of prospecting efforts. Eligible expenses: market research, employee travel expenses, employee subsistence expenses, registration fees and participation in business events, etc.

More information: <http://assurance-export.bpifrance.fr/Assurance-Prospection-Accompagnement>

Chèque Relance Export - The CRE allows SMEs and Mid-caps French companies to cover expenses eligible for international support service.

Amounts of aid open until 30/06/2022:

- 50% of eligible expenses up to 2,000 euros excluding tax
- 2 subsidies maximum per company

More information: <https://www.teamfrance-export.fr/solutions/cheque-relance-export>

The Members

List of members- EMEA Club

Personal Equipment: AIGLE, CAMAIEU, CLAIRE'S, COURIR, GEMO, GO SPORT, ETAM, GAP, JACADI, JULES, KIABI, LACOSTE, MAISON 123, OBAÏBI, OKAIDI, OXYBUL, PROMOD, THE KOOPLES, UNDIZ

Home Equipment: CARRE BLANC, MAISONS DU MONDE

Health & Beauty: SEPHORA, YVES ROCHER

Restaurants: LA BRIOCHE DOREE, PALAIS DES THES

Leisure: OXYBUL

Services: MIDAS, ORANGE

Meetings in 2022

- Thursday February 3
- Tuesday April 12
- Tuesday June 28
- Friday October 14

+ several specific workshops (dates to be fixed later)

Application process for a new member

Procedure to be followed

1. An appointment with Eurelia in order to present your company, your network, your key figures and your development strategy. At this occasion you will be provided with a full presentation of our tools and services offered to our members in support to their expansion.
2. In case your retail activity is already represented in the Federation, the member(s) concerned will be contacted by EURELIA in order to obtain their agreement previously to your entry
3. You are provided the presentation booklet featuring a summary of our services, the Eurelia Charter and an application form
4. Your application is official when you have returned:
 - The membership questionnaire completed and signed,
 - A copy of membership application form
5. We treat (examine) your file and approve your application
6. Integration into Eurelia's Club
 - During a session, requested by your company, you are presented in more detail the different EURELIA tools and are analyzed the needs of your brand in terms of development strategy.
 - Members of your company are presented to all members at the next plenary session,
 - This new membership is mentioned in the FORUM, monthly electronic newsletter,
 - A form allowing you to fill in the form of your company on the member space of the website is sent to you and passwords are attributed to your representatives,
 - The maps already produced can be downloaded via the members' area on the EURELIA website.

Conditions of membership (terms of membership)

▪ Membership

The annual membership fee at EURELIA - the International Division of PROCOS Federation in 2022 is **9,785** Euros without VAT.

The membership gives access to studies and services from the date of membership.

▪ Entrance fee

The first year: entrance fee equal to 50% of membership fee or 4.892,50 Euros without VAT (2022). The payment of this entrance fee enables access to 5 studies (of your choice) published prior to your accession date; any other additional study can be consulted freely at our offices, during a personal meeting or acquired at a preferential rate.

▪ Termination of the contract

Membership is annual, and tacitly renewed every year.

It may be denounced by registered letter AR, at any time after payment of the subscription for the current year, and at the latest by 31 October for the following year.

▪ Confidentiality duty

Concerning meeting exchanges: each member engage in respecting not to broadcast outside meetings the data and elements provided by the other retailers members of the Federation: their turnovers, their rent levels, their current signatures, their valuation ...

Concerning the work of the Federation (studies, reports, press reviews, files, updates, cartography ...): in order to preserve the integrity of the Club's expertise, this work can not be transmitted to non-member entities of the Federation. Federation (non-member brands, master-franchisee partners, cities, real estate agents, promoters ...), nor duplicated.

Concerning publishing works (studies, reports, press reviews, files, updates, maps ...): in order to preserve the integrity of the Club's expertise, this work cannot be transmitted to non-member entities of the Federation (brands non-members, master-franchise partners, cities, real estate agents, developers...), and nor duplicated.

Date:

Signature, preceded by « read and approved »

Membership application form - EMEA Program

Company description

Company name

Address

Phone

e-mail

Website

C.E.O.: Name and surname

e-mail : _____

C.E.O.'s Assistant: Name and surname

e-mail : _____

Type of activity (Owned-stores,
master-franchising, franchising, licences,
corners, affiliation...)

Invoicing address and entity

EU VAT Number

Description of the retail chain

Name of the retail chain

Turnover 2019

Millions €

Total average area GLA/shop

Average sales area in sqm GLA/shop

Kind of store location

Location :

- ☐ city center
- ☐ shopping centres
- ☐ stations - airports
- ☐ malls
- ☐ retail park

Minimum catchment area:

(Number of inhabitants or
other important criterion)

Name and position of the contact *

Name, surname, position	Direct telephone line /Mobile	Email
<u>Main contact</u> <hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>
<u>Real Estate/Development</u> <hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>
<u>Legal</u> <hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>
<u>E-commerce International</u> <hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>
<u>Other (by country)</u> <hr/> <hr/> <hr/> <hr/> <hr/>	<hr/> <hr/> <hr/> <hr/> <hr/>	<hr/> <hr/> <hr/> <hr/> <hr/>

* List for a targeted mailing of club invitations

Date :

Signature :

Number of stores abroad

Number of countries _____

May you have any .xls, .word, or pdf file which resume these data, do not hesitate to forward them so that you do not need to fill the tables below

⁽¹⁾ Owned-stores, franchise, Master Franchising, Licences, corners, affiliation...

⁽²⁾ Indicate the name of country and the number of shops

Country	Number of Shops	Number of corners	Development Mode ⁽¹⁾
EUROPE			
FRANCE			
Overseas Dept.			
Germany			
Andorra			
Austria			
Belgium			
Bulgaria			
Chyprus			
Croatia			
Denmark			
Finland			
Spain			
Estonia			
Greece			
Hungary			
Italy			
Ireland			
Island			
Latvia			
Lithuania			
Luxembourg			
Malta			
Norway			
The Netherlands			
Poland			
Portugal			
Czech Republic			
Slovak Republic			
Romania			
Russia			
Slovenia			
Serbia			
Sweden			
Switzerland			
UK			
Ukraine			
Other countries ⁽²⁾			

Country	Number of Shops	Number of corners	Development Mode ⁽¹⁾
ASIA			
Azerbaijan			
China			
Korea			
India			
Japan			
Other countries ⁽²⁾			
AFRICA			
Algeria			
Egypt			
Libya			
Morocco			
Tunisia			
Other countries ⁽²⁾			
MIDDLE EAST			
Saudi Arabia			
UAE			
Israel			
Lebanon			
Jordan			
Kuwait			
Qatar			
Syria			
Other countries ⁽²⁾			
AMERICA - AUSTRALIA			
Canada			
USA			
Argentina			
Brazil			
Columbia			
Mexico			
Other countries ⁽²⁾			

Procos Articles of Association

Updated following the Special General Meeting of 28 March 2017

PART I - ASSOCIATION NAME - REGISTERED OFFICE - TERM - PURPOSE - ACTIVITIES

Article 1 – Legal status

An Association governed by the law of 1 July 1901 and the decree of 16 August 1901 is hereby created between the parties adhering to these articles of association.

Article 2 – Association name – Registered office – Term

The name of this association is: "PROCOS" – FEDERATION POUR L'URBANISME ET LE DEVELOPPEMENT DU COMMERCE SPECIALISE

Its registered office is located at: 31, rue du 4 septembre, Paris (Second district).

This may be transferred to any other location in the same city, by means of a simple decision by the Executive Board.

Ratification by the General Meeting will be required.

The Association is created for an unlimited term.

Article 3 – Purpose

The purpose of the Association is as follows: - all studies, research and activities concerning urban planning in the retail sector and the promotion of specialised businesses and services, particularly in order to make the creation, extension and conversion of businesses in France and abroad more effective and efficient.

In these fields, the Association's purpose is also to defend the interests of its members and of the retail trade in general vis-a-vis the public authorities and the various official bodies.

Article 4 – Activities

The Association's activities include:

The organisation of meetings, conferences and seminars for information or training purposes,

The drafting of various newsletters, newspapers and publications making it possible to forge links between its members and to raise awareness of its expertise in the field of urban planning in the retail sector.

The creation of or the acquisition of holdings in any association-based or business organisation making it possible to forge links or disseminate services related to urban planning in the retail sector and to encourage the expansion of the specialised retail trade.

And more generally any activities directly or indirectly contributing to the above-mentioned purpose.

PART II – COMPOSITION OF THE ASSOCIATION - ADMISSION

Article 5 – The members

The Association is comprised of natural or artificial persons, including a Founding President, an Honorary President, founding members and ordinary members.

The Founding President is: Mr Marc Goguet

The Honorary President is: Mr Jean-Luc Bret

The founding members are: the persons who contributed to the creation of the association.

The ordinary members are: any artificial persons operating retail store chains and specialised merchant services who have displayed an interest in the Association's purpose.

Article 6 – Admission

Any natural or artificial person wishing to become a member of the Association must send to the President a written application signed by the applicant and sponsored by two members of the Association. This application for admission must mention: the complete identity, nationality, address and names of the managers in the case of an artificial person.

The Executive Committee will rule on whether to approve the applications thus submitted, during each of its meetings.

Article 7 – Removal

The status of member is lost following:

- Resignation, which can take place at any time after the payment of all contributions due for the year under way, by registered letter with acknowledgement of receipt sent to the President of the Executive Board;
- The dissolution of the member company or death;
- Removal by order of the Executive Board for a failure to pay contributions, six months after their payment due date, or for serious reasons or any acts prejudicial to the Association's activities, the party concerned having been invited by registered letter to present himself to the Executive Committee to provide explanations.

Dissolution (in the case of an artificial person) or the death, resignation or exclusion of a member will not terminate the Association, which will continue to exist between the other members.

Article 8

Only the Association's assets may be used to meet the commitments it has entered into, with no member of this Association, even those participating in its administration, being considered personally liable.

PART III – ADMINISTRATION

Article 9 – Executive board

Composition

The Association is administered by an Executive Board, this being comprised of between 12 members as a minimum and 20 members as a maximum.

Half of the Board is renewed each year.

The term of office of a Board Member is two years (renewable).

The Board members are re-eligible for election (subject to the limitations stated in the following paragraph: "article 10, election of the Executive Committee").

Any ordinary member up to date with their contributions may stand as a candidate for election to the Executive Board.

The applications must be received by the President at least 15 days before the date of the Ordinary Annual General Meeting.

The posts of Executive Board member and Executive Committee member are unpaid positions.

The Founding President Marc Goguet and the Honorary President Jean-Luc Bret are automatically Executive Board members. Accordingly, they can continue contributing their experience and expertise to help enhance the PROCOS Federation's standing and influence.

The other Board Members are elected from among the persons representing the ordinary Members.

Renewal and Co-optation of Board Members

If a board member's position becomes vacant between two Ordinary Annual General Meetings, the Board may find a provisional replacement.

These appointments are subject to ratification at the next Ordinary General Meeting. A board member appointed as a replacement for another will only remain in office for the period of time remaining from his predecessor's term of office.

The Board may also co-opt new board members subject to the limitations and conditions stipulated in article 9 (the paragraph on "composition"). The Board members thus co-opted will be subject to election at the next Ordinary General Meeting in accordance with the conditions of article 11.

In the absence of ratification or confirmation through election, the decisions and acts performed by the Executive Board since the provisional nomination will nevertheless remain valid.

Article 10 – The Executive Committee

The election of the Executive Committee

From among its members, the Board will appoint an Executive Committee comprised of a President, optionally one or more Vice Presidents, a Secretary and optionally an Assistant Secretary, a Treasurer and optionally an Assistant Treasurer.

The President is elected for two years and is re-eligible for election once, with a limit of two consecutive terms of office.

From the date of his election, the President's mandate as a board member will automatically continue until the end date of his Presidency.

Each year, the Board will elect the other members of the Executive Committee, and these are eligible for re-election.

The duties of the Executive Committee's members

The President handles the implementation of the Board's decisions and the normal operation of the Association, which he represents in both legal and civil matters.

He may have himself replaced by a proxy for one or several specific stated purposes:

- The Vice President(s), if one/any is/are appointed, will stand in for the President in the performance of his duties, and replace him if he is prevented from fulfilling his duties.
- Under his responsibility, the Secretary issues invitations to meetings or arranges for them to be issued, handles the drafting of minutes and reports, and has responsibility for maintaining the register provided for in article 5 of the law of 1901.
- Where one is appointed, the Assistant Secretary stands in for the Secretary in the performance of his duties and replaces him if he is prevented from fulfilling his duties.
- The Treasurer draws up the Association's accounts or arranges for them to be drawn up, under his responsibility. It is his responsibility to send out bills for contributions. He proceeds with the payment and receipt of all sums, supervised by the President. He draws up a report on the Association's financial situation and presents it to the Annual General Meeting.
- Where one is appointed, the Assistant Treasurer stands in for the Treasurer in the performance of his duties and replaces him if he is prevented from fulfilling his duties.

The Executive Committee meets following an invitation to do so from the President, as often as the normal operation of the Association requires.

Board meetings

The Board meets following an invitation to do so from its President or half of its members, as often as the Association's interests require.

Any board member unable to participate in the meeting may have himself represented by one of his colleagues.

Any member of the Executive Board who, without apologies, fails to attend three consecutive meetings may be considered as having resigned.

In order for the decisions taken to be considered valid, at least half the members must be present or represented. Decisions are taken by majority of the members present or represented. In the event of a tied vote, the President's vote will be considered as the casting vote.

All decisions taken by the Board are recorded in minutes kept in a special register and signed by the person who chaired the meeting and/or by the Secretary.

The copies or extracts of these minutes are signed by the President of the Board or by two board members.

The duties of the Board

The Executive Board possesses the widest possible powers to perform or authorise all acts or operations permitted in the Association which are not reserved for the General Meeting.

In particular, it has the following powers, (this list being indicative and not exhaustive):

- It represents the Association vis-a-vis third parties and any public or private administrations;
- It establishes the Association's internal rules;
- It fulfils all formalities to ensure that the Association complies with the laws of the countries in which it may operate;
- It determines admission fees and contributions, and pays those incumbent upon it;
- It determines the investment of available sums and governs the use of reserve funds.
- It closes the annual accounts for the financial year gone by and votes on the budget.

PART IV – GENERAL MEETINGS

Article 11 – Ordinary General Meetings

The Ordinary General Meeting includes all of the Association's members, whatever their affiliation status. The Ordinary General Meeting meets each year within a maximum of six months following the financial year end.

At least fifteen days before the set date, the Members of the Association are invited to the meeting by the Secretary, by individual letter, stating the meeting agenda.

The General Meeting will only consider questions listed on the agenda and those submitted eight days before the meeting date, by at least one fifth of the Association's members.

The General Meeting is chaired by the President, or failing this one of the Vice Presidents or a board member delegated by the Board for this purpose.

The Chair of the General Meeting presents the Association's current situation.

The Treasurer or Assistant Treasurer reports on the management aspects and submits the balance sheet to the General Meeting for approval.

The General Meeting approves the accounts and the management for the financial year just ended, discharging the Board members.

It rules on the questions entered on its meeting agenda and more generally on any questions which are not reserved in the articles of association for the Executive Board.

Where applicable it votes to renew outgoing Board Members.

In order to validly take decisions, the Ordinary General Meeting must be comprised of at least one tenth of the Association Members. If this condition is not met, the General Meeting will be called again and at the second meeting it may validly take decisions regardless of the number of Association members present or represented, but only on the agenda from the previous meeting.

Decisions are taken by majority of the votes of the members present. In the case of a tied vote, the President's vote will be considered the casting one. Each Member of the General Meeting has one vote and as many additional votes as the number of Association Members he is representing as a proxy.

Each member of the General Meeting may have himself represented by another member.

Article 12 – Special General Meetings

If required, or if requested by half of the Associations' Members plus one, the President may call a Special General Meeting in accordance with the requirements stated in Article 12.

This general meeting will rule on urgent or important questions, for example: modifications to the articles of association, the extension or dissolution of the Association or its merger or union with other associations pursuing similar objectives, etc.

In order to be able to take valid decisions, the General Meeting must be attended by at least a quarter of the Association's Members the first time it is called.

If the General Meeting has been unable to validly meet, a second General Meeting is called fifteen days later.

It may validly take decisions regardless of the number of Association members present or represented, but only on the agenda from the previous meeting.

Decisions are taken by two-thirds majority of the Members present or represented.

However, in the case of a modification to the corporate purpose or the general policy, a unanimous vote by the Members present or represented is required.

Article 13 – Minutes of General Meetings

Decisions taken at General Meetings are recorded in meeting minutes stored in a special register and signed by the Members comprising the Executive Committee. These minutes state the number of Members present or represented at each meeting.

Copies or extracts of these minutes are signed by the President of the Board or by two board members.

Article 14 – Auditors

In accordance with the conditions and the mission stipulated by law, the General Meeting will appoint a principal auditor, whose duties will expire following the collective decision ruling on the accounts of the sixth financial year. When necessary, a replacement auditor will be appointed for the same duration by the members in order to replace the principal auditor in the event of the latter's death or resignation, or if the principal auditor is prevented from or refuses to undertake the required task.

PART V – THE ASSOCIATION'S RESOURCES – RESERVE FUNDS

Article 15 – Resources

The Association's annual resources are comprised of:

1. The total admission fees,
2. Its Members' contributions,
3. Any subsidies which may be granted to it,
4. The interest and income from the assets and securities it possesses,
5. Reimbursement of expenses incurred by members, for whose benefit they were incurred,
6. Income from any events it may organise or sponsor, or from the sale of any books and magazines it may publish or distribute,
7. Income from ad hoc invoiced services.

Each year, the Executive Board will set admission fees and the cost and frequency of the contributions to be paid by the Members of the Association.

These are then submitted for approval to the Ordinary General Meeting called to rule on the accounts for the financial year.

In the case of admission during the year, the contribution payable by the new Association member is that for the full year, unless a waiver is granted by the Executive Board.

Article 16 – Buyback of contributions

Under no circumstances may contributions be the subject of a buyback.

Article 17 – Internal rules

A set of internal rules may be drawn up by the Executive Board, which then has the initial draft of these approved by the Ordinary General Meeting. The Executive Board may then freely decide on subsequent modifications to the internal rules.

These rules are intended to govern various points not provided for in the articles of association, including those concerning the Association's internal administration.

PART VI – DISSOLUTION – PUBLICATION

Article 18 – Dissolution

In the case of voluntary or compulsory dissolution, the General Meeting ruling as stated in Article 13 will appoint one or several officers to handle the liquidation of the Association's assets, who shall have the widest possible powers to liquidate the assets and to settle the liabilities.

This General Meeting will determine, without appeal, the conditions under which the Members of the Association will be allowed, if applicable, to recover all or part of their respective contributions to the Association at the time of its dissolution and the use to be made of the net assets after the payment of the Association's charges and its liquidation costs, pursuant to article 9 of the law dated 1 July 1901 and the decree dated 16 August 1901.

Article 19 – Powers

The Executive Board will complete all declaration and publicity formalities required in the law dated 1 July 1901 and the decree dated 16 August 1901.

All powers are granted to the President of the Board for this purpose.

Signed in Paris, in 4 original copies including one for registration purposes on 28 March 2017.

PROCOS INTERNAL RULES

To be adopted by decision of the Executive Board of 1 February 2012 and approved by the Special General Meeting of 13 March 2012.

Part I. General provisions

FOREWORD

PROCOS: A “CLUB” SPIRIT

If PROCOS has become the organisation it is today, this is because throughout all the major changes in the business environment and despite sometimes difficult economic conditions, it has successfully retained its human aspect and has ensured that a certain philosophy is respected within its Assembly, which, while in no way denying economic realities and competition, encourages Members to see themselves as members of the same club, the main purpose of which is to jointly build the specialised retail sector of tomorrow, better meeting the needs of consumers and promoting a healthy urban balance.

With this in mind, open-mindedness on the part of the members is particularly necessary when new chains are applying to join. Indeed, although new members need to be sponsored by two chains, members of the club operating in the same business sector are asked to positively welcome their arrival as this makes it possible to stimulate dialogue and debate within the Club, except in the case of major ethical issues to be explained to the Executive Board, which is the sole decision-maker in the matter.

Purpose of the Internal Rules

PROCOS' operating rules are established by means of its articles of association. The purpose of these internal rules is to add to and clarify a number of these rules, in strict compliance with the articles of association. Each elected representative and each staff member of PROCOS must comply with the requirements described in these internal rules.

I. Modifications to the articles of association and the internal rules

PROCOS' articles of association and internal rules may be modified, including with a view to improving the efficiency of the Federation by taking account of any needs identified and expressed either by the Board members or by the Members.

The rules for modifying the articles of association are described in Article 12 of the said articles of association, which specifies that any decision to make a modification must be taken by the Special General Meeting based on a majority of two-thirds of the members present or represented.

The rules for the modification of the internal rules are described in Article 17 of the articles of association, which stipulates that any modification is to be adopted by the Executive Board.

CHAPTER I – THE RESPECTIVE ROLES AND RESPONSIBILITIES OF THE ELECTED REPRESENTATIVES AND THE STAFF MEMBERS

I. The Role of the President

The role of the President is described in Articles 9 and 10 of the articles of association.

In particular, the President is responsible for:

- Ensuring the satisfactory operation of the trade association.
He may issue any delegations required for this purpose to the Executive Vice President.
- Reporting back on the activities performed, in his report.
- Approving and managing influence-building activities carried out in the general interest.

II. The general role of the Board members

The Board members all have the task of participating in the improvement of PROCOS' image on an ongoing basis and representing the Profession vis-a-vis institutional partners and contacts and vis-a-vis political decision-makers and representatives of the administrations and authorities.

III. The general role of the staff members

a) The role of the Executive Vice President

In accordance with his job description, the Executive Vice President has responsibility for:

- Implementing the strategic plan defined by the Executive Board
- Managing the Club's main meetings
- Managing the General Delegation's human and financial resources

To this end, he may receive any necessary delegations from the President enabling him to perform his mission.

The Executive Vice President is appointed by the President after his application has been approved by the Executive Board.

b) The role of the other staff members

In accordance with their contracts of employment and job descriptions, and depending on the post held, the staff members are responsible for the following:

- Immediately forwarding to their superiors all information likely to facilitate and improve the organisation's decision-making,
- Analysing and summarising general and professional information with a view to circulating this,
- Advising decision-making bodies when defining the Federation's strategic guidelines,
- Proposing actions to be implemented in order to deploy the policy-related guidelines,
- Handling the implementation of decisions and compliance with programmes,
- Performing an operational assessment of the actions implemented,
- Preparing meetings by designing technical information packs where necessary, and drafting minutes,
- Monitoring the day-to-day financial management aspects,
- Proposing operational investments where necessary,
- Preparing, organising and monitoring the implementation of decisions regarding the Articles of Association.

CHAPTER II – CONFIDENTIALITY RULES

I. General obligation of confidentiality

The members of the Board and PROCOS' members of staff participating directly or indirectly in the management and supervision of the Federation are required to protect the privacy and confidentiality of the information communicated to them in the course of their duties.

The obligation to ensure privacy and confidentiality may only be removed by means of an official and duly justified decision by the management bodies.

During the processing of their different business matters, Members may provide confidential information concerning their company or their competitors. The elected representatives and staff members concerned may only use this information for the studies concerned, in an anonymous, pooled and secure manner.

The members of the Board and the staff members of Federation are also bound by a duty of confidentiality under all circumstances.

II. Types of information covered by the confidentiality rules

Regardless of his reason for contacting PROCOS, any Member is entitled to demand that the information he supplies to the staff member he is in contact with should be treated as confidential information. Any information may be deemed confidential by PROCOS' management bodies.

III. Means and resources deployed to protect the confidential nature of all exchanges of information

Various means and resources are available to the elected representatives and staff members to guarantee the privacy and confidentiality of the information exchanged, when the circumstances require this:

- Secure networks
- Compliance with the wording "Private and/or confidential" when displayed on letters.
- Contractual confidentiality obligations included in the contracts of employment for the staff members.

CHAPTER III – RULES OF CONDUCT

To ensure the efficient and harmonious operation of the trade association, the Board members and staff members of PROCOS must abide by rules of conduct.

In their respective roles and activities, they will be required to work together to meet the needs and expectations of the Members and to represent the Profession in dealings with external stakeholders.

I. Staff members' relations with Members of the association

In their relations with members of the association, staff members must display a willingness to listen and good analytical skills. They must honour all requests for privacy and confidentiality and use their skill and know-how to meet the members' requirements within the limits of the role assigned to them under the terms of their contract of employment. They must process the cases submitted to them in a fair and objective manner.

II. Board members' and staff members' relationship with the exterior

In their dealings with the exterior (public authorities, journalists, inter-professional bodies, competing organisations, etc.), elected representatives and staff members must abide by a duty of confidentiality.

They are all considered representatives of the trade association in dealings with external stakeholders. Accordingly, they must convey a positive, dynamic, ethical and professional image in the interests of the members.

Part II. Special provisions

I. The Members' relationships with one another

The Members agree to uphold the basic spirit of the Procos Club, characterised by mutual respect, diversity, interaction and courtesy among members.

The Members agree to amicably resolve disputes arising from transfers of employees, competition-related disputes or misunderstandings, being motivated at all times by their shared business interests and willingness to maintain a spirit of understanding and courtesy among one another, requiring respect and fair play at all times.

Resolving disputes among Members

1. Before taking any legal action, the two members involved in a dispute must appoint an arbitrator from within the Procos Executive Board whose job will be to seek an amicable out-of-court settlement to the dispute.
2. If the initial arbitration does not result in an amicable settlement, the acting President or the Executive Vice President will offer to mediate to find a solution acceptable to both parties.
3. If the dispute then remains unresolved and if one or other of the members involved in the dispute refuses the offer of mediation and initiates legal proceedings, the Board will have the possibility to invoke article 7 of the Articles of Association.

Finally, concerning transfers of employees, Managers of Chains agree to ensure that the rules of courtesy and etiquette are applied as long as these do not conflict with the employees' rights to move freely.

II. The Procos Members' commitments

One of Procos' great strengths is the ongoing interaction between all representatives of its member chains but also between them and the professionals from the urban retail planning sector working together within the General Delegation.

To this end, based on the General Delegation's studies, Procos Members agree to:

- Provide numerical data concerning the operation of their stores (changes, turnover, rankings within the chain, etc.),
- Contribute information to the Rents database (signature or renewal date, level of rent and associated charges and expenses, etc.),
- Together give thought to and discuss projects and opportunities,
- Analyse their market and their place in the market,
- Give their opinions on the operation of existing retail facilities,
- Manage retailers' associations and economic interest groups representing shopping centres,
- etc...

Thanks to this interaction, Procos is able to perform forward-looking studies based on real knowledge of the field. In performing its micro-economic analyses of the market, Procos produces dynamic insights for the Specialised Retail sector and assesses the qualitative aspects of the existing retail environment.