

Statute of the Fachverband industrielle Teilereinigung e.V.

(As per: 11 September 2019)

Only the German version of this text shall be legally binding, the English translation serves information purposes only

Article 1 Name

“Fachverband Industrielle Teilereinigung e. V.” represents suppliers and users as well as consulting, planning, engineering and service firms, scientific institutes and trade associations in this industrial sector.

Article 2 Association’s legal form, domicile and financial year

- (1) The Association has the legal form of an “e.V.” or registered (legally competent) association.
- (2) The Association is domiciled in Neuffen.
- (3) The financial year is the calendar year.

Article 3 Purpose of the Association

- (1) The purpose of the Association is
 1. to represent the shared professional interests of its members in dealings with all bodies, in particular by cooperating with government agencies, economic and other bodies and institutions and by participating in legislative measures;
 2. to promote general economic and technical development in the area of industrial part cleaning.
- (2) Excepted from this is the representation of interests concerning collective agreements.
- (3) The Association does not pursue any purposes along the lines of commercial business operations.

Article 4 Membership

- (1) Any company that manufactures equipment, devices, components or facilities for industrial parts cleaning and/or produces and/or markets (suppliers) and/or uses (users) special chemicals for the surface treatment industry is eligible to become an ordinary member as well as consulting, planning, engineering and service firms operating in industrial parts cleaning.
- (2) Scientific institutions, professional associations or similar institutions may become associate members.

Article 5
Rights and obligations of the members

- (1) Each member shall have the right to use the facilities of the Association and to avail itself of its support within the framework of the Association's statutory tasks. Each member is entitled to submit motions to the Association and the General Assembly.
- (2) Ordinary members must adhere to the Association's resolutions.
- (3) Each member is obliged to support the Association in the performance of its statutory tasks.
- (4) Each member is obliged to provide the Association with the funds that are necessary to carry out the purposes of the Association, and in particular to make timely payment of the fees and levies decided according to the Statutes.

Article 6
End of the membership

- (1) Membership expires
 - a) by dissolution of the company or discontinuation of the manufacture of systems or the production of chemical preparations for the surface technology industry, in each case at the end of the quarter;
 - b) by expulsion, which may be effected by resolution of the Executive Board in the event that fees have not been paid without justification or the Association's reputation has been grossly harmed.
 - c) by resignation, which may be declared by registered mail, with a notice period of six months to the end of a calendar year.
- (2) The member may appeal the exclusion to the General Assembly by registered post to the Executive Board within four weeks after receipt of the exclusion notice. The appeal has suspensive effect.
- (3) A member that resigns or is excluded from the Association does not have any claims to the assets of the Association.

Article 7
Membership fees

- (1) The Association incurs costs in the pursuit of its tasks, which are covered by an annual fee from its members. Details of matters such as the amount and due date shall be set

out in a Fee Schedule, which shall be adopted by the General Assembly; founding members shall not be entitled to vote on this resolution.

- (2) The General Assembly may decide on levies to cover the costs of certain projects (inter-company comparisons, joint advertising, standardisation work and special tasks). It shall be determined on the basis of a materially reasonable formula. The levies from each member must not exceed two times the annual Association membership fees. Where the levy is raised depending on the business volume of members, their total volume from all activities in the field of industrial parts cleaning shall be taken as the reference value.
- (3) Levies may not be raised from founding members.
- (4) Founding members do not pay membership fees.

Article 8 Association bodies

The Association bodies are the

1. General Assembly
2. Executive Board
3. Management Board.

Article 9 General Assembly

- (1) The General Assembly consists of the members or the persons authorised to represent them. Representation according to a simple written power of attorney is permissible.

Each ordinary member has one vote.

Associate members and founding members are not eligible to vote, but may participate in the General Assembly in an advisory capacity.

- (2) All issues which are not assigned to other bodies in these Statutes shall be decided by the General Assembly, in particular
 - a) resolutions on the Statutes and any amendments thereto;
 - b) appointments to the Executive Board;
 - c) approval of the budget;
 - d) receipt of the annual report;
 - e) approval of the annual financial statement and granting of discharge to the Executive Board and the Management Board;
 - f) dismissal of directors for good cause;
 - g) adoption of resolutions for the dissolution of the Association and appropriation of its assets;
 - h) adoption of resolutions on levies proposed by the Executive Board;
 - i) adoption of resolutions on the Fee Schedule and setting of the membership fee.
- (3) An ordinary General Assembly is convened by the Executive Board. It should take place within six months after the end of the financial year. Invitations to and agendas for the

General Assemblies shall be in writing and shall be sent to the members in such a way that there is a period of at least three weeks (invitation period) between the date of postage and the date of the meeting. For the event that members wish to add further items to the agenda, motions to this effect must be communicated to the Association at least one week after receipt of the agenda for the purpose of preparation and notification of the other members.

- (4) The Executive Board may convene extraordinary General Assemblies at any time, having observed an invitation period of two weeks. The chairperson is obliged to convene an extraordinary General Assembly when instructed to do so in writing by at least one quarter of the members of the Executive Board or one tenth of all members, stating the point of discussion. An invitation to the extraordinary General Assembly may also be communicated by telephone or facsimile message in exceptional circumstances; in this case, however, it should be received in good time to allow the members to attend the meetings. The agenda of the meeting shall be made known together with the invitation.
- (5) The assembly shall be chaired by the Chairperson of the Association or, if in the event that they are indisposed, by their deputy. Where the deputy is also indisposed, the Assembly shall be chaired by a member determined by voice vote.
- (6) Resolutions of the General Assembly shall be valid by way of a simple majority of the votes of the members attending the General Assembly. Each Association member has one vote in the General Assembly. Representatives may also be appointed for the casting of votes. A second vote shall be held in the event of a tie. The chairperson shall have the casting vote in the event of another tie.
- (7) A majority of two thirds of the members attending the General Assembly shall be required to pass resolutions on amendments to the Statutes, on the dismissal of Board members and on the dissolution of the Association.
- (8) Minutes shall be taken of the General Assembly, which shall include all resolutions, votes and voting results. The minutes must be signed by the Chairperson or their deputy and the Managing Director and must be presented to the next General Assembly for approval.

Article 10 Executive Board

- (1) The Executive Board consists of a Chairperson, a Deputy Chairperson and up to five other members. Up to three representatives may attend meetings of the Board as guests, provided this has been agreed by the Executive Board at its most recent meeting. The guests do not participate in votes. The Executive Board is elected by the ordinary General Assembly. The Executive Board remains in office for two years. Re-elections are permitted.
- (2) Owners, authorised agents or senior employees of an ordinary Association member are eligible to stand for election. Senior employees must be authorised to represent the company based on a written power of attorney.
- (3) The Executive Board elects a Chairperson and their Deputy. They remain in office for two years. Re-election for a subsequent term is permitted.
- (4) The Chairperson and the Deputy Chairperson are individually authorised to represent the Association in legal transactions (Section 26 German Civil Code (BGB)). Their actions

must be guided at all times by the Association objectives, in particular the Statutes and the resolutions of the General Assembly and the Executive Board.

Members of the Management Board are authorised to represent the Association in legal transactions in matters of the register of associations that concern Fachverband Industrielle Teilereinigung.

- (5) The Executive Board may adopt rules of procedure.
- (6) The Executive Board is competent to decide on all matters that are not assigned exclusively to the General Assembly.

Its remit includes, in particular

- a) election of a Chairperson and their Deputy;
- b) preparation of the budget and adoption of the rules of procedure for the Association bodies;
- c) proposals for the amount of the membership fees according to the Fee Schedule as well as proposals for levies;
- d) establishment of standing committees;
- e) preparation, scheduling and convening of General Assemblies;
- f) appointment of the Managing Director;
- g) admission of new members.

The remit of the Chairperson and their Deputy extends to

- a) resolution of important issues to be decided at short notice;
- b) preparation of the annual report and annual financial statements, as well as submission of the audit report.
- c) Meetings of the Executive Board are held as required. The Executive Board must be convened by the Chairperson when instructed to do so in writing by one quarter of its members, stating the points of discussion.

Invitations must be in writing, in exceptional cases by telephone or facsimile message, whereby the invitation must be sent in good time to allow Directors to attend the meetings. The agenda of the meeting shall be made known together with the invitation.

- d) The Executive Board has a quorum if at least half of its members are present. Each Director has one vote. Members of the Executive Board may only transfer their voting right to another member of the Executive Board, with the restriction that no single member of the Executive Board may individually hold more than two votes. Resolutions of the Executive Board are passed by a simple majority of votes, whereby the Chairperson shall have the casting vote in the event of a tie.
- e) Members of the Executive Board may only be dismissed prematurely by the General Assembly for good cause.

Article 11 Technical committees and working groups

(1) The Executive Board may establish standing and temporary technical committees and working groups for specific tasks and topics that concern the Association as a whole, taking into account the interests of members. The technical committees and working groups act on issues within their specific fields to advise the Executive Board, are obliged to report to it and, coordinating with the Executive Board, represent the interests of the Association in public on the tasks and topics that concern the Association as a whole. The Executive Board

shall ensure that the work of the technical committees and working groups is consistent with the general objectives of the Association.

(2) The heads of the technical committees and working groups are appointed by the Executive Board.

(3) The technical committees and working groups shall follow instructions issued by the Executive Board.

(4) The technical committees and working groups may adopt rules of procedure which shall require prior approval from the Executive Board.

Article 12 Teams

(1) Teams can be established with the approval of the Executive Board comprising companies and organisations that are not members of the Association.

(2) The following may be members of teams:

- a) ordinary members who are active in the field of industrial parts cleaning;
- b) firms and organisations that do not fulfil the requirements for membership, but are active in the field of industrial parts cleaning.

(3) Teams may adopt their own rules of procedure and fee schedules, which must be approved by the Executive Board.

Article 13 Management Board

(1) A Management Board shall be established to handle the Association's day-to-day business. Members of the Management Board have power of representation within the meaning of Section 30 BGB in regard to the tasks assigned to them.

(2) Managing Directors are appointed by the Executive Board based on a proposal of the Chairperson.

(3) Employment contracts for Managing Directors shall be concluded by the Chairperson in agreement with the Executive Board.

(4) The Management Board shall manage the business in accordance with the instructions of the Executive Board and shall be accountable to the Executive Board. Rules of procedure can be adopted by the Executive Board.

(5) The Management Board shall be entitled to attend meetings of the Association bodies in an advisory capacity, unless it concerns the adoption of a resolution on a matter that affects its own workings.

Article 13a Audit of the annual financial statements

Auditing of the annual financial statements is carried out by an external auditor within the framework of audits.

Article 14
Dissolution of the Association

- (1) For the event that the Association is dissolved, the existing bodies shall continue to exercise their activities until winding up is complete.
- (2) The General Assembly decides on appropriation of the remaining assets. Unless otherwise decided by the General Assembly, the assets shall be distributed among the members in proportion to their share of the income in the previous full financial year.

Article 15
General rules

- (1) The Association bodies, its employees and agents shall be obliged to maintain confidentiality in regard to matters that come to their knowledge wherever this is necessary due to the content.
- (2) Resolutions of the Association bodies may also be carried in writing.
- (3) The meetings of the bodies and committees may also be used to discuss items which were not included on the agenda, provided that at least two thirds of the eligible members are in attendance and no objection is raised.
- (4) Association delegates and members of the Executive Board are not entitled to vote in matters pertaining to them.
- (5) Minutes shall be kept of Association body meetings, which shall be signed by the Chairperson of the meeting and a Managing Director and presented for approval at the next meeting. After preparation, the minutes shall be sent to the members of the relevant Association bodies without delay.
- (6) After the end of an election period, members of the Association bodies shall continue to exercise their functions until new elections are held.
- (7) Members of the Association bodies (Article 9 para. 1–2) act in an honorary capacity.